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## INTERNATIONAL APPLICATION PUBLISHED UNDER THE PATENT COOPERATION TREATY (PCT)

<p>(51) International Patent Classification <sup>7</sup> : C07D 235/30, 277/82, 263/58, 239/94, 401/12, 403/12, 413/12, 417/12, A61K 31/4184, 31/423, 31/428, 31/517, A61P 3/00, 7/00, 19/00, 25/00</p>	A2	<p>(11) International Publication Number: <b>WO 00/43371</b></p> <p>(43) International Publication Date: 27 July 2000 (27.07.00)</p>
<p>(21) International Application Number: PCT/US00/01536</p> <p>(22) International Filing Date: 21 January 2000 (21.01.00)</p> <p>(30) Priority Data: 60/116,967 22 January 1999 (22.01.99) US 60/117,742 29 January 1999 (29.01.99) US</p> <p>(63) Related by Continuation (CON) or Continuation-in-Part (CIP) to Earlier Application US 60/116,967 (CON) Filed on 22 January 1999 (22.01.99)</p> <p>(71) Applicant (for all designated States except US): ELAN PHARMACEUTICALS, INC. [US/US]; 800 Gateway Boulevard, South San Francisco, CA 94080 (US).</p> <p>(72) Inventors; and (75) Inventors/Applicants (for US only): GRANT, Francine, S. [FR/US]; 66 Marylinn Drive, Milpitas, CA 95035 (US). KONRADI, Andrei, W. [US/US]; 95 Cervantes #105, San Francisco, CA 94123 (US). PLEISS, Michael, A. [US/US]; 848 Stella Court, Sunnyvale, CA 94086 (US). THORSETT,</p>	<p>Eugene, D. [US/US]; 571 Buena Vista, Moss Beach, CA 94038 (US).</p> <p>(74) Agents: BOLEY, Leslie, J. et al.; Burns, Doane, Swecker &amp; Mathis, LLP, P.O. Box 1404, Alexandria, VA 22313-1404 (US).</p> <p>(81) Designated States: AE, AL, AM, AT, AU, AZ, BA, BB, BG, BR, BY, CA, CH, CN, CR, CU, CZ, DE, DK, DM, EE, ES, FI, GB, GD, GE, GH, GM, HR, HU, ID, IL, IN, IS, JP, KE, KG, KP, KR, KZ, LC, LK, LR, LS, LT, LU, LV, MA, MD, MG, MK, MN, MW, MX, NO, NZ, PL, PT, RO, RU, SD, SE, SG, SI, SK, SL, TJ, TM, TR, TT, TZ, UA, UG, US, UZ, VN, YU, ZA, ZW, ARIPO patent (GH, GM, KE, LS, MW, SD, SL, SZ, TZ, UG, ZW), Eurasian patent (AM, AZ, BY, KG, KZ, MD, RU, TJ, TM), European patent (AT, BE, CH, CY, DE, DK, ES, FI, FR, GB, GR, IE, IT, LU, MC, NL, PT, SE), OAPI patent (BF, BJ, CF, CG, CI, CM, GA, GN, GW, ML, MR, NE, SN, TD, TG).</p> <p><b>Published</b> Without international search report and to be republished upon receipt of that report.</p>	
<p>(54) Title: FUSED RING HETEROARYL AND HETEROCYCLIC COMPOUNDS WHICH INHIBIT LEUKOCYTE ADHESION MEDIATED BY VLA-4</p> <p>(57) Abstract</p> <p>Disclosed are compounds which bind VLA-4. Certain of these compounds also inhibit leukocyte adhesion and, in particular, leukocyte adhesion mediated by VLA-4. Such compounds are useful in the treatment of inflammatory diseases in a mammalian patient, e.g., human, such as asthma, Alzheimer's disease, atherosclerosis, AIDS dementia, diabetes, inflammatory bowel disease, rheumatoid arthritis, tissue transplantation, tumor metastasis and myocardial ischemia. The compounds can also be administered for the treatment of inflammatory brain diseases such as multiple sclerosis.</p>		

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## FUSED RING HETEROARYL AND HETEROCYCLIC COMPOUNDS WHICH INHIBIT LEUKOCYTE ADHESION MEDIATED BY VLA-4

### Cross Reference to Related Applications

This application claims the benefit of U.S. Provisional Application Serial Numbers 60/116,967, filed January 22, 1999, and 60/117,742, filed January 29, 1999, both of which are herein incorporated by reference in their entirety.

### BACKGROUND OF THE INVENTION

#### Field of the Invention

This invention relates to compounds which inhibit leukocyte adhesion and, in particular, leukocyte adhesion mediated by VLA-4.

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#### References

The following publications, patents and patent applications are cited in this application as superscript numbers:

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| 10 | <sup>1</sup> | Hemler and Takada, <i>European Patent Application Publication No.</i> 330,506, published August 30, 1989 |
|    | <sup>2</sup> | Elices, et al., <i>Cell</i> , <u>60</u> :577-584 (1990)  |
| 15 | <sup>3</sup> | Springer, <i>Nature</i> , <u>346</u> :425-434 (1990)   |
|    | <sup>4</sup> | Osborn, <i>Cell</i> , <u>62</u> :3-6 (1990)  |
|    | <sup>5</sup> | Vedder, et al., <i>Surgery</i> , <u>106</u> :509 (1989)  |
| 20 | <sup>6</sup> | Pretolani, et al., <i>J. Exp. Med.</i> , <u>180</u> :795 (1994)  |
|    | <sup>7</sup> | Abraham, et al., <i>J. Clin. Invest.</i> , <u>93</u> :776 (1994)   |
| 25 | <sup>8</sup> | Mulligan, et al., <i>J. Immunology</i> , <u>150</u> :2407 (1993)   |
|    | <sup>9</sup> | Cybulsky, et al., <i>Science</i> , <u>251</u> :788 (1991)  |



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- 10 Li, et al., *Arterioscler. Thromb.*, 13:197 (1993)
- 11 Sasseville, et al., *Am. J. Path.*, 144:27 (1994)
- 5 12 Yang, et al., *Proc. Nat. Acad. Science (USA)*, 90:10494 (1993)
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- 10 14 Baron, et al., *J. Clin. Invest.*, 93:1700 (1994)
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- 22 22 Paul, et al., *Transpl. Proceed.*, 25:813 (1993)
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- 25 25 Schadendorf, et al., *J. Path.*, 170:429 (1993)
- 35 26 Bao, et al., *Diff.*, 52:239 (1993)
- 27 27 Lauri, et al., *British J. Cancer*, 68:862 (1993)
- 28 28 Kawaguchi, et al., *Japanese J. Cancer Res.*, 83:1304 (1992)
- 40 29 Kogan, et al., *U.S. Patent No. 5,510,332*, issued April 23, 1996
- 30 30 International Patent Appl. Publication No. WO 96/01644
- 45

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All of the above publications, patents and patent applications are herein incorporated by reference in their entirety to the same extent as if each individual publication, patent or patent application was specifically and individually indicated to be incorporated by reference in its entirety.

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#### State of the Art

VLA-4 (also referred to as  $\alpha_4\beta_1$  integrin and CD49d/CD29), first identified by Hemler and Takada<sup>1</sup> is a member of the  $\beta_1$  integrin family of cell surface receptors, each of which comprises two subunits, an  $\alpha$  chain and a  $\beta$  chain. VLA-4 contains an  $\alpha_4$  chain and a  $\beta_1$  chain. There are at least nine  $\beta_1$  integrins, all sharing the same  $\beta_1$  chain and each having a distinct  $\alpha$  chain. These nine receptors all bind a different complement of the various cell matrix molecules, such as fibronectin, laminin, and collagen. VLA-4, for example, binds to fibronectin. VLA-4 also binds non-matrix molecules that are expressed by endothelial and other cells. These non-matrix molecules include VCAM-1, which is expressed on cytokine-activated human umbilical vein endothelial cells in culture. Distinct epitopes of VLA-4 are responsible for the fibronectin and VCAM-1 binding activities and each activity has been shown to be inhibited independently.<sup>2</sup>

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Intercellular adhesion mediated by VLA-4 and other cell surface receptors is associated with a number of inflammatory responses. At the site of an injury or other inflammatory stimulus, activated vascular endothelial cells express molecules that are adhesive for leukocytes. The mechanics of leukocyte adhesion to endothelial cells involves, in part, the recognition and binding of cell surface receptors on leukocytes to the corresponding cell surface molecules on endothelial cells. Once bound, the leukocytes migrate across the blood vessel wall to enter the injured site and release chemical mediators to combat infection. For reviews of adhesion receptors of the immune system, *see*, for example, Springer<sup>3</sup> and Osborn<sup>4</sup>.

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Inflammatory brain disorders, such as experimental autoimmune encephalomyelitis (EAE), multiple sclerosis (MS) and meningitis, are examples of central nervous system disorders in which the endothelium/leukocyte adhesion mechanism results in destruction to otherwise healthy brain tissue. Large numbers of leukocytes migrate across the blood brain barrier (BBB) in subjects with these inflammatory diseases. The leukocytes release toxic mediators that cause extensive tissue damage resulting in impaired nerve conduction and paralysis.

In other organ systems, tissue damage also occurs via an adhesion mechanism resulting in migration or activation of leukocytes. For example, it has been shown that the initial insult following myocardial ischemia to heart tissue can be further complicated by leukocyte entry to the injured tissue causing still further insult (Vedder et al.<sup>5</sup>). Other inflammatory conditions mediated by an adhesion mechanism include, by way of example, asthma<sup>6-8</sup>, Alzheimer's disease, atherosclerosis<sup>9-10</sup>, AIDS dementia<sup>11</sup>, diabetes<sup>12-14</sup> (including acute juvenile onset diabetes), inflammatory bowel disease<sup>15</sup> (including ulcerative colitis and Crohn's disease), multiple sclerosis<sup>16-17</sup>, rheumatoid arthritis<sup>18-21</sup>, tissue transplantation<sup>22</sup>, tumor metastasis<sup>23-28</sup>, meningitis, encephalitis, stroke, and other cerebral traumas, nephritis, retinitis, atopic dermatitis, psoriasis, myocardial ischemia and acute leukocyte-mediated lung injury such as that which occurs in adult respiratory distress syndrome.

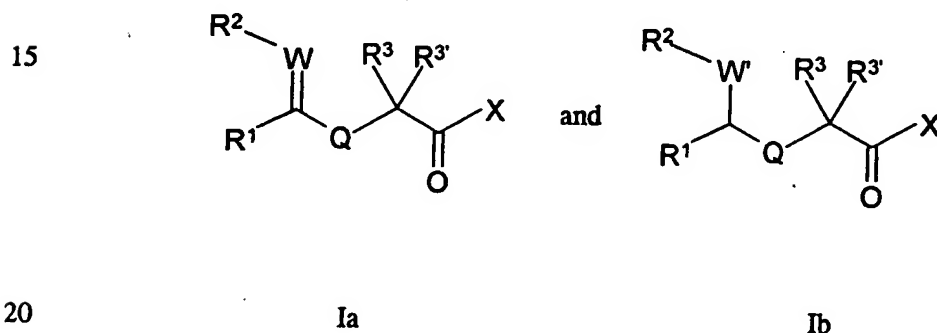
In view of the above, assays for determining the VLA-4 level in a biological sample containing VLA-4 would be useful, for example, to diagnosis VLA-4 mediated conditions. Additionally, despite these advances in the understanding of leukocyte adhesion, the art has only recently addressed the use of inhibitors of adhesion in the treatment of inflammatory

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brain diseases and other inflammatory conditions<sup>29,30</sup>. The present invention addresses these and other needs.

### SUMMARY OF THE INVENTION

5 This invention provides compounds which bind to VLA-4. Such compounds can be used, for example, to assay for the presence of VLA-4 in a sample and in pharmaceutical compositions to inhibit cellular adhesion mediated by VLA-4, for example, binding of VCAM-1 to VLA-4. The compounds of this invention have a binding affinity to VLA-4 as expressed  
10 by an  $IC_{50}$  of about 15  $\mu M$  or less (as measured using the procedures described in Example A below) which compounds are defined by formula Ia and Ib below:



wherein, in formula Ia,  $R^1$  and  $R^2$ , together with the carbon atom and W to which they are bound respectively, are joined to form a fused ring heteroaryl or a fused ring heterocyclic group optionally containing 1 to 3  
25 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

in formula Ib,  $R^1$  and  $R^2$ , together with the carbon atom and  $W'$  to which they are bound respectively, are joined to form a fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms  
30 selected from the group consisting of oxygen, nitrogen and sulfur;

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and further wherein said fused ring heteroaryl or fused ring heterocyclic group of formula Ia or Ib is optionally substituted, on any ring atom capable of substitution, with 1-3 substituents selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocabonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino,  $-\text{OS}(\text{O})_2\text{-alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-aryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{OS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{OSO}_2\text{-NRR}$  where each R is independently hydrogen or alkyl,  $-\text{NRS}(\text{O})_2\text{-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heterocyclic}$  where R is hydrogen or alkyl,  $-\text{N}[\text{S}(\text{O})_2\text{-R'}]_2$  and  $-\text{N}[\text{S}(\text{O})_2\text{-NR'}]_2$  where each R' is independently selected from the group consisting of

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alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;

R<sup>3</sup> is selected from the group consisting of:

(a) -(CH<sub>2</sub>)<sub>x</sub>-Ar-R<sup>35</sup> where R<sup>35</sup> is selected from the group consisting of -O-Z-NR<sup>36</sup>R<sup>36'</sup> and -O-Z-R<sup>37</sup> wherein R<sup>36</sup> and R<sup>36'</sup> are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, and where R<sup>36</sup> and R<sup>36'</sup> are joined to form a heterocycle or a substituted heterocycle, R<sup>37</sup> is selected from the group consisting of heterocycle and substituted heterocycle, and Z is selected from the group consisting of -C(O)- and -SO<sub>2</sub>-,

Ar is aryl, heteroaryl, substituted aryl or substituted heteroaryl, x is an integer of from 1 to 4; and

(b) Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>1-10</sub>alkyl-, Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub>alkenyl- and Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub>alkynyl-, wherein Ar<sup>1</sup> and Ar<sup>2</sup> are independently aryl or heteroaryl each of which is optionally substituted with one to four substituents independently selected from R<sup>b</sup>; alkyl, alkenyl and alkynyl are

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optionally substituted with one to four substituents independently selected from R<sup>a</sup>;

5 R<sup>3'</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl, aryl C<sub>1-10</sub>alkyl, heteroaryl, and heteroaryl C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from R<sup>a</sup>, and aryl and heteroaryl are optionally substituted with one to four substituents independently selected from R<sup>b</sup>;

10 Q is selected from the group consisting of -O-, -S-, -S(O)-, -S(O)<sub>2</sub>, and -NR<sup>4</sup>-;

R<sup>4</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic  
15 or, optionally, R<sup>4</sup> and R<sup>1</sup> or R<sup>4</sup> and R<sup>2</sup>, together with the atoms to which they are bound, are joined to form a heteroaryl, a substituted heteroaryl, a heterocyclic or a substituted heterocyclic group;

W is selected from the group consisting of nitrogen and carbon; and

20 W' is selected from the group consisting of nitrogen, carbon, oxygen, sulfur, S(O), and S(O)<sub>2</sub>;

X is selected from the group consisting of hydroxyl, alkoxy, substituted alkoxy, alkenoxy, substituted alkenoxy, cycloalkoxy, substituted cycloalkoxy, cycloalkenoxy, substituted cycloalkenoxy, aryloxy, substituted aryloxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy and -NR<sup>a</sup>R<sup>a</sup> where each R<sup>a</sup> is independently  
25 selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic;

30 R<sup>a</sup> is selected from the group consisting of Cy, -OR<sup>d</sup>, -NO<sub>2</sub>, halogen

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-S(O)<sub>m</sub>R<sup>d</sup>, -SR<sup>d</sup>, -S(O)<sub>2</sub>OR<sup>d</sup>, -S(O)<sub>m</sub>NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>R<sup>c</sup>, -O(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>NR<sup>d</sup>R<sup>c</sup>,  
 -C(O)R<sup>d</sup>, -CO<sub>2</sub>R<sup>d</sup>, -CO<sub>2</sub>(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>CONR<sup>d</sup>R<sup>c</sup>, -OC(O)R<sup>d</sup>, -CN, -C(O)NR<sup>d</sup>R<sup>c</sup>,  
 -NR<sup>d</sup>C(O)R<sup>c</sup>, -OC(O)NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>C(O)OR<sup>c</sup>, -NR<sup>d</sup>C(O)NR<sup>d</sup>R<sup>c</sup>, -CR<sup>d</sup>(N-OR<sup>c</sup>),  
 CF<sub>3</sub>, and -OCF<sub>3</sub>; wherein Cy is optionally substituted with one to four

5 substituents independently selected from R<sup>c</sup>;

R<sup>b</sup> is selected from the group consisting of R<sup>a</sup>, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl C<sub>1-10</sub> alkyl, heteroaryl, C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl, aryl, heteroaryl are optionally substituted with a group independently selected from R<sup>c</sup>;

10 R<sup>c</sup> is selected from the group consisting of halogen, amino, carboxy, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, aryl C<sub>1-4</sub> alkyl, hydroxy, CF<sub>3</sub>, and aryloxy;

R<sup>d</sup> and R<sup>e</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, Cy and Cy-C<sub>1-10</sub>alkyl, wherein alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to four substituents independently  
 15 selected from R<sup>c</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>f</sup> and R<sup>g</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, Cy and Cy-C<sub>1-10</sub> alkyl; or R<sup>f</sup> and R<sup>g</sup> together with the carbon to which they are  
 20 attached form a ring of 5 to 7 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

Cy is cycloalkyl, heterocyclyl, aryl, or heteroaryl;

*m* is an integer from 1 to 2;

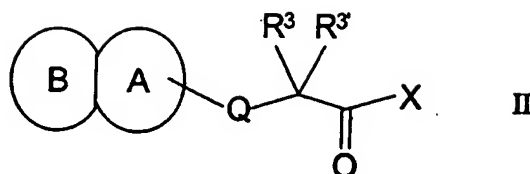
25 *n* is an integer from 1 to 10;

and pharmaceutically acceptable salts thereof.

Preferred compounds of this invention are represented by formula II  
 below:



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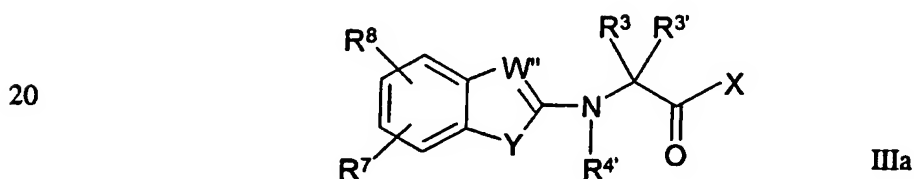
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wherein  $R^3$ ,  $R^{3'}$ , Q and X are as defined above;

ring A forms a heteroaryl, substituted heteroaryl, heterocyclic or substituted heterocyclic ring;

10 ring B forms an aryl, substituted aryl, heteroaryl, substituted heteroaryl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, heterocyclic or substituted heterocyclic ring;  
and pharmaceutically acceptable salts thereof.

15 More preferred compounds of this invention are represented by formula IIIa below:



20

wherein  $R^3$ ,  $R^{3'}$  and X are as defined above;

25 Y is oxygen, sulfur,  $-S(O)-$ ,  $-S(O)_2-$ ,  $>NR^5$  or  $>N-S(O)_2R^6$ ;

$R^{4'}$  is selected from the group consisting of hydrogen and alkyl;

$R^5$  is selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl;

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$R^6$  is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl;

5  $R^7$  and  $R^8$  are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy,  
 10 aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl,  
 15 guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy,  
 20 substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino,  $-\text{OS}(\text{O})_2$ -alkyl,  $-\text{OS}(\text{O})_2$ -substituted alkyl,  $-\text{OS}(\text{O})_2$ -aryl,  $-\text{OS}(\text{O})_2$ -substituted aryl,  $-\text{OS}(\text{O})_2$ -heteroaryl,  $-\text{OS}(\text{O})_2$ -substituted heteroaryl,  $-\text{OS}(\text{O})_2$ -heterocyclic,  $-\text{OS}(\text{O})_2$ -substituted heterocyclic,  $-\text{OSO}_2$ -NRR where each R is independently hydrogen or alkyl,  
 25  $-\text{NRS}(\text{O})_2$ -alkyl,  $-\text{NRS}(\text{O})_2$ -substituted alkyl,  $-\text{NRS}(\text{O})_2$ -aryl,  $-\text{NRS}(\text{O})_2$ -substituted aryl,  $-\text{NRS}(\text{O})_2$ -heteroaryl,  $-\text{NRS}(\text{O})_2$ -substituted heteroaryl,  $-\text{NRS}(\text{O})_2$ -heterocyclic,  $-\text{NRS}(\text{O})_2$ -substituted heterocyclic,  $-\text{NRS}(\text{O})_2$ -NR-alkyl,  $-\text{NRS}(\text{O})_2$ -NR-substituted alkyl,  $-\text{NRS}(\text{O})_2$ -NR-aryl,  $-\text{NRS}(\text{O})_2$ -NR-substituted aryl,  $-\text{NRS}(\text{O})_2$ -NR-heteroaryl,  $-\text{NRS}(\text{O})_2$ -NR-substituted heteroaryl,  
 30  $-\text{NRS}(\text{O})_2$ -NR-heterocyclic,  $-\text{NRS}(\text{O})_2$ -NR-substituted

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heterocyclic where R is hydrogen or alkyl,  $-N[S(O)_2-R']_2$  and  $-N[S(O)_2-NR']_2$  where each R' is independently selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with  $-SO_2$ -alkyl,  $-SO_2$ -substituted alkyl,  $-SO_2$ -alkenyl,  $-SO_2$ -substituted alkenyl,  $-SO_2$ -cycloalkyl,  $-SO_2$ -substituted cycloalkyl,  $-SO_2$ -aryl,  $-SO_2$ -substituted aryl,  $-SO_2$ -heteroaryl,  $-SO_2$ -substituted heteroaryl,  $-SO_2$ -heterocyclic,  $-SO_2$ -substituted heterocyclic and  $-SO_2NRR$  where R is hydrogen or alkyl;

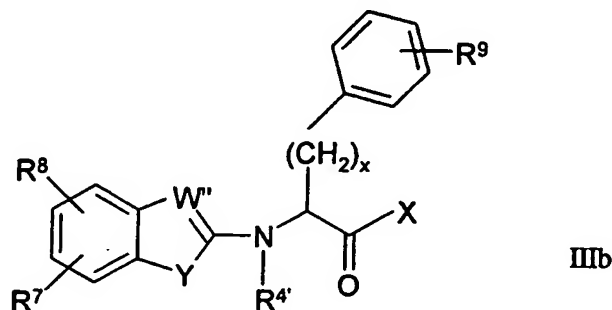
W" is selected from the group consisting of nitrogen and carbon (i.e., CH);

and pharmaceutically acceptable salts thereof.

Particularly preferred compounds of this invention are represented by formula IIIb below:

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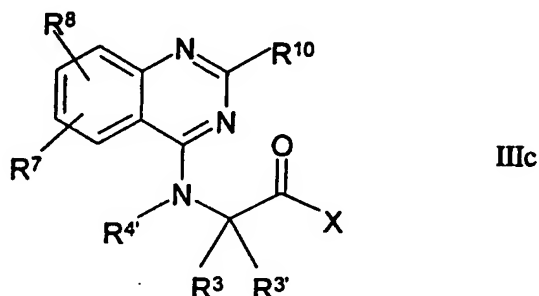
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wherein  $R^4$ ,  $R^7$ ,  $R^8$ ,  $W''$ ,  $X$  and  $Y$  are as defined above;  $R^9$  is selected from the group consisting of  $-O-Z-NR^{11}R^{11'}$  and  $-O-Z-R^{12}$  wherein  $R^{11}$  and  $R^{11'}$  are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, heterocyclic, substituted heterocyclic, and where  $R^{11}$  and  $R^{11'}$  are joined to form a heterocycle or a substituted heterocycle,  $R^{12}$  is selected from the group consisting of heterocycle and substituted heterocycle, and  $Z$  is selected from the group consisting of  $-C(O)-$  and  $-SO_2-$ ,

$x$  is an integer of from 1 to 4;

and pharmaceutically acceptable salts thereof.

Other preferred compounds of this invention include those having formula IIIc:



wherein  $R^3$ ,  $R^{3'}$ ,  $R^4$ ,  $R^7$ ,  $R^8$  and  $X$  are as defined herein; and

$R^{10}$  is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl,

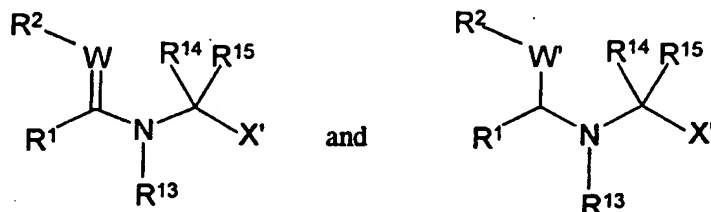
carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino, -OS(O)<sub>2</sub>-alkyl, -OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-heterocyclic, -OS(O)<sub>2</sub>-substituted heterocyclic, -OSO<sub>2</sub>-NRR where each R is independently hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, -NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -NRS(O)<sub>2</sub>-NR-substituted aryl, -NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted heterocyclic where R is hydrogen or alkyl, -N[S(O)<sub>2</sub>-R']<sub>2</sub> and -N[S(O)<sub>2</sub>-NR']<sub>2</sub> where each R' is independently selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted

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- alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;
- and pharmaceutically acceptable salts thereof.

Still other preferred compounds of this invention are represented by formula IVa and IVb below:

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IVa

IVb

- wherein, in formula IVa, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and W to which they are bound respectively, are joined to form a fused ring heteroaryl or fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

- in formula IVb, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and W' to which they are bound respectively, are joined to form a fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

- and further wherein said fused ring heteroaryl or fused ring heterocyclic group of formula IVa or IVb is optionally substituted, on any ring atom capable of substitution, with 1-3 substituents selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl,

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acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino,  
 thioamidino, aminoacyl, aminocarbonylamino, aminothiocabonylamino,  
 aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy,  
 aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro,  
 5 carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl,  
 carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl,  
 carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic,  
 carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl,  
 guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl,  
 10 substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl,  
 thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted  
 thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted  
 heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy,  
 substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy,  
 15 oxycarbonylamino, oxythiocarbonylamino,  $-\text{OS}(\text{O})_2\text{-alkyl}$ ,  
 $-\text{OS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-aryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{OS}(\text{O})_2\text{-}$   
 $\text{heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{OS}(\text{O})_2\text{-}$   
 $\text{substituted heterocyclic}$ ,  $-\text{OSO}_2\text{-NRR}$  where each R is independently  
 hydrogen or alkyl,  $-\text{NRS}(\text{O})_2\text{-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-}$   
 20  $\text{aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted}$   
 $\text{heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heterocyclic}$ ,  
 $-\text{NRS}(\text{O})_2\text{-NR-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-aryl}$ ,  
 $-\text{NRS}(\text{O})_2\text{-NR-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-}$   
 $\text{substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted}$   
 25  $\text{heterocyclic}$  where R is hydrogen or alkyl,  $-\text{N}[\text{S}(\text{O})_2\text{-R'}]_2$  and  $-\text{N}[\text{S}(\text{O})_2\text{-}$   
 $\text{NR'}]_2$  where each R' is independently selected from the group consisting of  
 alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted  
 heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-  
 alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino,  
 30 mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono-

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and di-substituted heteroaryl amino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;

R<sup>13</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, Cy, and Cy-C<sub>1-10</sub> alkyl, wherein alkyl is optionally substituted with one to four substituents independently selected from R<sup>a</sup>; and Cy is optionally substituted with one to four substituents independently selected from R<sup>b</sup>;

R<sup>14</sup> is selected from the group consisting of:

(a) -(CH<sub>2</sub>)<sub>x</sub>-Ar-R<sup>35</sup> where R<sup>35</sup> is selected from the group consisting of -O-Z-NR<sup>36</sup>R<sup>36'</sup> and -O-Z-R<sup>37</sup> wherein R<sup>36</sup> and R<sup>36'</sup> are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, and where R<sup>36</sup> and R<sup>36'</sup> are joined to form a heterocycle or a substituted heterocycle, R<sup>37</sup> is selected from the group consisting of heterocycle and substituted heterocycle, and Z is selected from the group consisting of -C(O)- and -SO<sub>2</sub>-,

Ar is aryl, heteroaryl, substituted aryl or substituted heteroaryl, x is an integer of from 1 to 4; and

(b) Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>1-10</sub>alkyl-, Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub>alkenyl- and Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub>alkynyl-, wherein Ar<sup>1</sup> and Ar<sup>2</sup> are independently aryl or heteroaryl each of which is optionally substituted with one to four substituents independently selected from R<sup>b</sup>; alkyl, alkenyl and alkynyl are



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optionally substituted with one to four substituents independently selected from R<sup>a</sup>;

R<sup>15</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl, aryl C<sub>1-10</sub>alkyl, heteroaryl, and heteroaryl C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from R<sup>a</sup>, and aryl and heteroaryl are optionally substituted with one to four substituents independently selected from R<sup>b</sup>;

R<sup>a</sup> is selected from the group consisting of Cy, -OR<sup>d</sup>, -NO<sub>2</sub>, halogen -S(O)<sub>m</sub>R<sup>d</sup>, -SR<sup>d</sup>, -S(O)<sub>2</sub>OR<sup>d</sup>, -S(O)<sub>m</sub>NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>R<sup>c</sup>, -O(CR<sup>d</sup>R<sup>s</sup>)<sub>n</sub>NR<sup>d</sup>R<sup>c</sup>, -C(O)R<sup>d</sup>, -CO<sub>2</sub>R<sup>d</sup>, -CO<sub>2</sub>(CR<sup>d</sup>R<sup>s</sup>)<sub>n</sub>CONR<sup>d</sup>R<sup>c</sup>, -OC(O)R<sup>d</sup>, -CN, -C(O)NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>C(O)R<sup>c</sup>, -OC(O)NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>C(O)OR<sup>c</sup>, -NR<sup>d</sup>C(O)NR<sup>d</sup>R<sup>c</sup>, -CR<sup>d</sup>(N-OR<sup>c</sup>), CF<sub>3</sub>, and -OCF<sub>3</sub>; wherein Cy is optionally substituted with one to four substituents independently selected from R<sup>c</sup>;

R<sup>b</sup> is selected from the group consisting of R<sup>a</sup>, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl C<sub>1-10</sub> alkyl, heteroaryl, C<sub>1-10</sub>alkyl, wherein alkyl, alkenyl, aryl, heteroaryl are optionally substituted with a group independently selected from R<sup>c</sup>;

R<sup>c</sup> is selected from the group consisting of halogen, amino, carboxy, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, aryl C<sub>1-4</sub>alkyl, hydroxy, CF<sub>3</sub>, and aryloxy;

R<sup>d</sup> and R<sup>e</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, Cy and Cy-C<sub>1-10</sub>alkyl, wherein alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to four substituents independently selected from R<sup>c</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>f</sup> and R<sup>g</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, Cy and Cy-C<sub>1-10</sub> alkyl; or R<sup>f</sup> and R<sup>g</sup> together with the carbon to which they are

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attached form a ring of 5 to 7 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

$R^b$  is selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, cyano, aryl, aryl  $C_{1-10}$  alkyl, heteroaryl, heteroaryl  $C_{1-10}$  alkyl, or  $-SO_2R^i$ ; wherein alkyl, alkenyl, and alkynyl are optionally substituted with one to four substituents independently selected from  $R^a$ ; and aryl and heteroaryl are each optionally substituted with one to four substituents independently selected from  $R^b$ ;

$R^i$  is selected from the group consisting of  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, and aryl; wherein alkyl, alkenyl, alkynyl and aryl are each optionally substituted with one to four substituents independently selected from  $R^c$ ;

Cy is cycloalkyl, heterocyclyl, aryl, or heteroaryl;

$m$  is an integer from 1 to 2;

$n$  is an integer from 1 to 10;

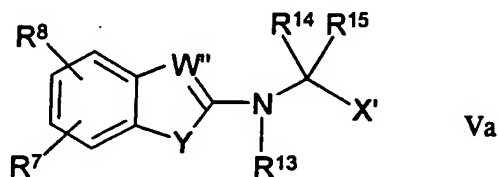
$W$  is selected from the group consisting of carbon and nitrogen;

$W'$  is selected from the group consisting of carbon, nitrogen, oxygen, sulfur,  $S(O)$  and  $S(O)_2$ ;

$X'$  is selected from the group consisting of  $-C(O)OR^d$ ,  $-P(O)(OR^d)(OR^e)$ ,  $-P(O)(R^d)(OR^e)$ ,  $-S(O)_mOR^d$ ,  $-C(O)NR^dR^h$ , and -5-tetrazolyl;

and pharmaceutically acceptable salts thereof.

Other preferred compounds of this invention are represented by formula Va:

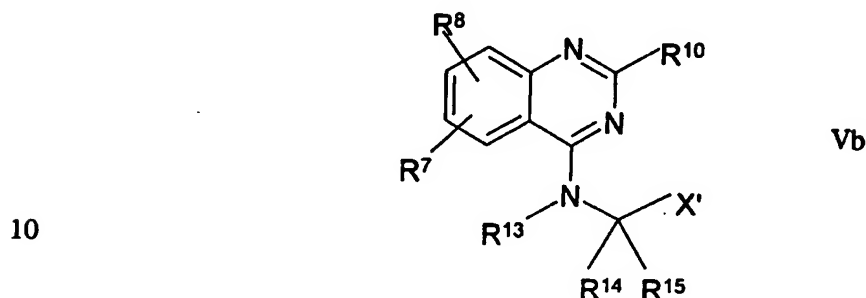


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wherein W", Y, R<sup>7</sup>, R<sup>8</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup> and X' are as defined above;  
and pharmaceutically acceptable salts thereof.

Other preferred compounds are those of formula Vb:

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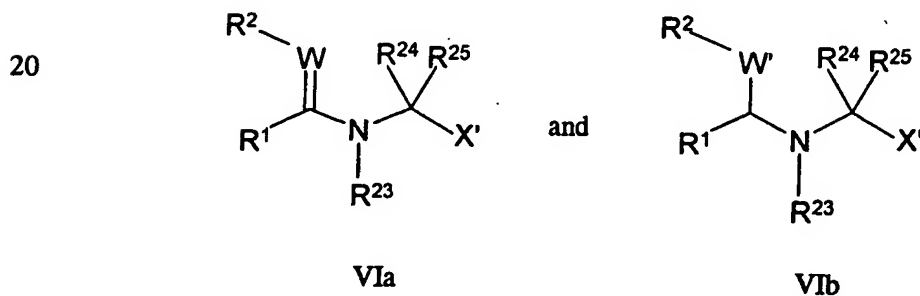


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wherein R<sup>7</sup>, R<sup>8</sup>, R<sup>10</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup> and X' are as defined herein;  
and pharmaceutically acceptable salts thereof.

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Still other preferred compounds include those represented by  
formula VIa and VIb:



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wherein, in formula VIa, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom  
and W to which they are bound respectively, are joined to form a fused ring  
heteroaryl or fused ring heterocyclic group optionally containing 1 to 3  
additional heteroatoms selected from the group consisting of oxygen,  
nitrogen and sulfur;

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in formula VIb,  $R^1$  and  $R^2$ , together with the carbon atom and  $W'$  to which they are bound respectively, are joined to form a fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

5 and further wherein said fused ring heteroaryl or fused ring heterocyclic group of formula VIa or VIb is optionally substituted, on any ring atom capable of substitution, with 1-3 substituents selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocabonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, 15 carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino,  $-OS(O)_2$ -alkyl,  $-OS(O)_2$ -substituted alkyl,  $-OS(O)_2$ -aryl,  $-OS(O)_2$ -substituted aryl,  $-OS(O)_2$ -heteroaryl,  $-OS(O)_2$ -substituted heteroaryl,  $-OS(O)_2$ -heterocyclic,  $-OS(O)_2$ -substituted heterocyclic,  $-OSO_2$ -NRR where each R is independently hydrogen or alkyl,  $-NRS(O)_2$ -alkyl,  $-NRS(O)_2$ -substituted alkyl,  $-NRS(O)_2$ -aryl,  $-NRS(O)_2$ -substituted aryl,  $-NRS(O)_2$ -heteroaryl,  $-NRS(O)_2$ -substituted heteroaryl,  $-NRS(O)_2$ -heterocyclic,  $-NRS(O)_2$ -substituted heterocyclic, 25  $-NRS(O)_2$ -NR-alkyl,  $-NRS(O)_2$ -NR-substituted alkyl,  $-NRS(O)_2$ -NR-aryl,

- NRS(O)<sub>2</sub>-NR-substituted aryl, -NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted heterocyclic where R is hydrogen or alkyl, -N[S(O)<sub>2</sub>-R']<sub>2</sub> and -N[S(O)<sub>2</sub>-NR']<sub>2</sub> where each R' is independently selected from the group consisting of
- 5 alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono-
- 10 and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the
- 15 like or alkyl/substituted alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;
- 20 R<sup>23</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl optionally substituted with one to four substituents independently selected from R<sup>a</sup> and Cy optionally substituted with one to four substituents independently selected from R<sup>b</sup>;
- 25 R<sup>24</sup> is selected from the group consisting of Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>1-10</sub> alkyl, Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub> alkenyl, Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub> alkynyl, wherein Ar<sup>1</sup> and Ar<sup>2</sup> are independently aryl or heteroaryl each of which is optionally substituted with one to four substituents independently selected from R<sup>b</sup>; alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents independently selected from R<sup>a</sup>;
- 30 R<sup>25</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl,

C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl, aryl C<sub>1-10</sub>alkyl, heteroaryl, and heteroaryl C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from R<sup>a'</sup>, and aryl and heteroaryl are optionally substituted with one to four substituents independently selected from R<sup>b'</sup>;

R<sup>a'</sup> is selected from the group consisting of Cy, -OR<sup>d'</sup>, -NO<sub>2</sub>, halogen -S(O)<sub>m</sub>R<sup>d'</sup>, -SR<sup>d'</sup>, -S(O)<sub>2</sub>OR<sup>d'</sup>, -S(O)<sub>m</sub>NR<sup>d'</sup>R<sup>e'</sup>, -NR<sup>d'</sup>R<sup>e'</sup>, -O(CR<sup>f'</sup>R<sup>s'</sup>)<sub>n</sub>NR<sup>d'</sup>R<sup>e'</sup>, -C(O)R<sup>d'</sup>, -CO<sub>2</sub>R<sup>d'</sup>, -CO<sub>2</sub>(CR<sup>f'</sup>R<sup>s'</sup>)<sub>n</sub>CONR<sup>d'</sup>R<sup>e'</sup>, -OC(O)R<sup>d'</sup>, -CN, -C(O)NR<sup>d'</sup>R<sup>e'</sup>, -NR<sup>d'</sup>C(O)R<sup>e'</sup>, -OC(O)NR<sup>d'</sup>R<sup>e'</sup>, -NR<sup>d'</sup>C(O)OR<sup>e'</sup>, -NR<sup>d'</sup>C(O)NR<sup>d'</sup>R<sup>e'</sup>, -CR<sup>d'</sup>(N-OR<sup>e'</sup>), CF<sub>3</sub>, and -OCF<sub>3</sub>;

wherein Cy is optionally substituted with one to four substituents independently selected from R<sup>c'</sup>;

R<sup>b'</sup> is selected from the group consisting of R<sup>a'</sup>, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl C<sub>1-10</sub> alkyl, heteroaryl C<sub>1-10</sub>alkyl, wherein alkyl, alkenyl, aryl, heteroaryl are optionally substituted with a group independently selected from R<sup>c'</sup>;

R<sup>c'</sup> is selected from the group consisting of halogen, amino, carboxy, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, aryl C<sub>1-4</sub>alkyl, hydroxy, CF<sub>3</sub>, and aryloxy;

R<sup>d'</sup> and R<sup>e'</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, Cy and Cy-C<sub>1-10</sub>alkyl, wherein alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to four substituents independently selected from R<sup>c'</sup>; or R<sup>d'</sup> and R<sup>e'</sup> together with the atoms to which they are attached form a heterocyclic ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>f'</sup> and R<sup>s'</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, Cy and Cy-C<sub>1-10</sub> alkyl; or R<sup>f'</sup> and R<sup>s'</sup> together with the carbon to which they are attached form a ring of 5 to 7 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>b'</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl,

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$C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, cyano, aryl, aryl  $C_{1-10}$  alkyl, heteroaryl, heteroaryl  $C_{1-10}$  alkyl, or  $-SO_2R^{1'}$ ;

wherein alkyl, alkenyl, and alkynyl are optionally substituted with one to four substituents independently selected from  $R^a$ ; and aryl and heteroaryl are each optionally substituted with one to four substituents independently selected from  $R^b$ ;

$R^{1'}$  is selected from the group consisting of  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, and aryl;

wherein alkyl, alkenyl, alkynyl and aryl are each optionally substituted with one to four substituents independently selected from  $R^c$ ;

Cy is cycloalkyl, heterocyclyl, aryl, or heteroaryl;

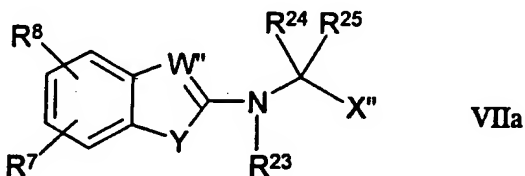
$X'$  is selected from the group consisting of  $-C(O)OR^d$ ,  $-P(O)(OR^d)(OR^e)$ ,  $-P(O)(R^d)(OR^e)$ ,  $-S(O)_mOR^d$ ,  $-C(O)NR^dR^h$ , and -5-tetrazolyl;

$m$  is an integer from 1 to 2;

$n$  is an integer from 1 to 10;

and pharmaceutically acceptable salts thereof.

Yet another preferred set of compounds of this invention are those represented by formula VIIa below:

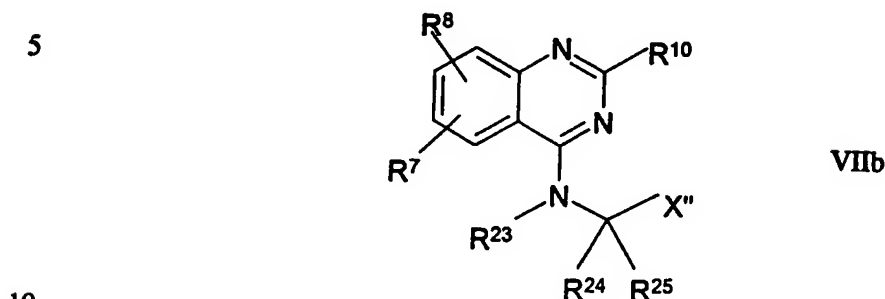


wherein  $R^7$ ,  $R^8$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ ,  $W''$ ,  $Y$  are as defined above  $X''$  is selected from the group consisting of  $-C(O)OR^d$ ,  $-P(O)(OR^d)(OR^e)$ ,  $-P(O)(R^d)(OR^e)$ ,  $-S(O)_mOR^d$ ,  $-C(O)NR^dR^h$ , and -5-tetrazolyl;

-- 25 --

and pharmaceutically acceptable salts thereof.

Other preferred compounds are those of formula VIIb:



wherein  $R^7$ ,  $R^8$ ,  $R^{10}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$  and  $X''$  are as defined herein;  
and pharmaceutically acceptable salts thereof.

15 In formula Ia-b, II, IIIa-c above, when X is other than -OH or pharmaceutical salts thereof, X is a substituent which will convert (e.g., hydrolyze, metabolize, etc.) *in vivo* to a compound where X is -OH or a salt thereof. Accordingly, suitable X groups are any art recognized pharmaceutically acceptable groups which will hydrolyze or otherwise

20 convert *in vivo* to a hydroxyl group or a salt thereof including, by way of example, esters (X is alkoxy, substituted alkoxy, cycloalkoxy, substituted cycloalkoxy, alkenoxy, substituted alkenoxy, cycloalkenoxo, substituted cycloalkenoxo, aryloxy, substituted aryloxy, heteroaryloxy, substituted heteroaryloxy, heterocyclooxy, substituted heterocyclooxy, and the like).

25 In the compounds of formula Ia-b, IVa-b, VIa-b above,  $R^1$  and  $R^2$  are preferably joined to form a benzimidazolyl, benzoxazolyl, benzothiazolyl, substituted benzimidazolyl, substituted benzoxazolyl, substituted benzothiazolyl group, quinazolinyl or substituted quinazolinyl group. In formula IIIa-b, W is preferably nitrogen.

30



In a preferred embodiment of this invention, R<sup>3</sup> is selected from all possible isomers arising by substitution with the following groups:

- 3-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,
- 4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,
- 5 4-[(CH<sub>3</sub>)<sub>2</sub>NS(O)<sub>2</sub>O-]benzyl,
- 4-[(piperidin-1'-yl)C(O)O-]benzyl,
- 4-[(piperidin-4'-yl)C(O)O-]benzyl,
- 4-[(1'-methylpiperidin-4'-yl)C(O)O-]benzyl,
- 4-[(4'-hydroxypiperidin-1'-yl)C(O)O-]benzyl,
- 10 4-[(4'-formyloxypiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-ethoxycarbonylpiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-carboxypiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(3'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,
- 15 4-[(4'-phenyl-1'-Boc-piperidin-4'-yl)-C(O)O-]benzyl,
- 4-[(4'-piperidin-1'-yl ethylene ketal)C(O)O-]benzyl,
- 4-[(piperazin-4'-yl)-C(O)O-]benzyl,
- 4-[(1'-Boc-piperazin-4'-yl)-C(O)O-]benzyl,
- 4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,
- 20 4-[(4'-methylhomopiperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-(2-hydroxyethyl)piperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-phenylpiperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-(4-trifluoromethylpyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,
- 25 4-[(4'-(pyrimidin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-acetylpiperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-(phenylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-(pyridin-4-ylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-(phenylNHC(O)-)piperazin-1'-yl)C(O)O-]benzyl,
- 30 4-[(4'-(phenylNHC(S)-)piperazin-1'-yl)C(O)O-]benzyl,

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- 4-[(4'-methanesulfonyl)piperazin-1'-yl-C(O)O-]benzyl,  
 4-[(4'-trifluoromethanesulfonyl)piperazin-1'-yl-C(O)O-]benzyl,  
 4-[(morpholin-4'-yl)C(O)O-]benzyl,  
 3-nitro-4-[(morpholin-4'-yl)-C(O)O-]benzyl,  
 5 4-[(thiomorpholin-4'-yl)C(O)O-]benzyl,  
 4-[(thiomorpholin-4'-yl sulfone)-C(O)O-]benzyl,  
 (alternative nomenclature 4-[(1,1-dioxothiomorpholin-4-yl)-  
 C(O)O-]benzyl),  
 4-[(pyrrolidin-1'-yl)C(O)O-]benzyl,  
 10 4-[(2'-methylpyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(methoxycarbonyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(hydroxymethyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(N,N-dimethylamino)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(N-methyl-N-toluene-4-sulfonylamino)ethyl)(CH<sub>3</sub>)N-  
 15 C(O)O-]benzyl,  
 4-[(2'-(morpholin-4'-yl)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(hydroxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[bis(2'-(hydroxy)ethyl)NC(O)O-]benzyl,  
 4-[(2'-(formyloxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 20 4-[(CH<sub>3</sub>OC(O)CH<sub>2</sub>)HNC(O)O-]benzyl,  
 4-[2'-(phenylNHC(O)O-)ethyl-JHNC(O)O-]benzyl,  
 3-chloro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
 3-chloro-4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
 3-chloro-4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
 25 3-chloro-4-[(thiomorpholin-4'-yl)C(O)O-]benzyl, and  
 3-fluoro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl.

In this embodiment, Ar is preferably aryl or substituted aryl and,  
 even more preferably, is phenyl or substituted phenyl. Preferably, x is 1.

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In another preferred embodiment,  $R^3$  corresponds to the  $R^6$  group, (including the preferred embodiments) found in International Patent Application Publication No. WO 98/53817 which application is incorporated herein by reference in its entirety. In this embodiment,  $R^3$  is preferably

5 -CH<sub>2</sub>-Ar<sup>2</sup>-Ar<sup>1</sup>.

Preferably, in the compounds of formula Ia-b, II, IIIa,c above,  $R^3$  is preferably hydrogen.

10 Preferably, in the compounds of formula Ia-b, II, IIIa,c above,  $R^4$  and  $R^4'$  are preferably hydrogen and X is preferably hydroxyl or alkoxy.

Preferably, in the compounds of formula IIIa-b, Va and VIIa above,  $R^5$  is -CH<sub>2</sub>-C(O)X, where X is as defined herein.

15

Preferably, in the compounds of formula IIIa-b, Va and VIIa above,  $R^6$  is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl. Even more preferably  $R^6$  is selected from the group

20 consisting of 4-methylphenyl, methyl, benzyl, *n*-butyl, 4-chlorophenyl, 1-naphthyl, 2-naphthyl, 4-methoxyphenyl, phenyl, 2,4,6-trimethylphenyl, 2-(methoxycarbonyl)phenyl, 2-carboxyphenyl, 3,5-dichlorophenyl, 4-trifluoromethylphenyl, 3,4-dichlorophenyl, 3,4-dimethoxyphenyl, 4-(CH<sub>3</sub>C(O)NH-)phenyl, 4-trifluoromethoxyphenyl, 4-cyanophenyl, isopropyl,

25 3,5-di-(trifluoromethyl)phenyl, 4-*t*-butylphenyl, 4-*t*-butoxyphenyl, 4-nitrophenyl, 2-thienyl, 1-N-methyl-3-methyl-5-chloropyrazol-4-yl, phenethyl, 1-N-methylimidazol-4-yl, 4-bromophenyl, 4-amidinophenyl, 4-methylamidinophenyl, 4-[CH<sub>3</sub>SC(=NH)]phenyl, 5-chloro-2-thienyl, 2,5-dichloro-4-thienyl, 1-N-methyl-4-pyrazolyl, 2-thiazolyl, 5-methyl-1,3,4-

30 thiadiazol-2-yl, 4-[H<sub>2</sub>NC(S)]phenyl, 4-aminophenyl, 4-fluorophenyl, 2-

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fluorophenyl, 3-fluorophenyl, 3,5-difluorophenyl, pyridin-3-yl, pyrimidin-2-yl, 4-(3'-dimethylamino-*n*-propoxy)-phenyl, and 1-methylpyrazol-4-yl.

5 In another preferred embodiment, R<sup>6</sup> in the compounds of formula IIIa-b, Va and VIIb above is selected to correspond to the R<sup>1</sup> group, including preferred embodiments, disclosed in International Patent Application Publication No. WO 98/53814 which application is incorporated herein by reference in its entirety.

10 In the compounds of formula IVa-b and Va-b, R<sup>14</sup> is selected from all possible isomers arising by substitution with the following groups:

- 3-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,
- 4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,
- 4-[(CH<sub>3</sub>)<sub>2</sub>NS(O)<sub>2</sub>O-]benzyl,
- 15 4-[(piperidin-1'-yl)C(O)O-]benzyl,
- 4-[(piperidin-4'-yl)C(O)O-]benzyl,
- 4-[(1'-methylpiperidin-4'-yl)C(O)O-]benzyl,
- 4-[(4'-hydroxypiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-formyloxypiperidin-1'-yl)C(O)O-]benzyl,
- 20 4-[(4'-ethoxycarbonylpiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-carboxypiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(3'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-phenyl-1'-Boc-piperidin-4'-yl)-C(O)O-]benzyl,
- 25 4-[(4'-piperidon-1'-yl ethylene ketal)C(O)O-]benzyl,
- 4-[(piperazin-4'-yl)-C(O)O-]benzyl,
- 4-[(1'-Boc-piperazin-4'-yl)-C(O)O-]benzyl,
- 4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,
- 4-[(4'-methylhomopiperazin-1'-yl)C(O)O-]benzyl,
- 30 4-[(4'-(2-hydroxyethyl)piperazin-1'-yl)C(O)O-]benzyl,

- 4-[(4'-phenylpiperazin-1'-yl)C(O)O-]benzyl,  
 4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
 4-[(4'-(4-trifluoromethylpyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
 4-[(4'-(pyrimidin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
 5 4-[(4'-acetylpiperazin-1'-yl)C(O)O-]benzyl,  
 4-[(4'-(phenylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
 4-[(4'-(pyridin-4-ylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
 4-[(4'-(phenylNHC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
 4-[(4'-(phenylNHC(S)-)piperazin-1'-yl)C(O)O-]benzyl,  
 10 4-[(4'-methanesulfonylpiperazin-1'-yl-C(O)O-]benzyl,  
 4-[(4'-trifluoromethanesulfonylpiperazin-1'-yl-C(O)O-]benzyl,  
 4-[(morpholin-4'-yl)C(O)O-]benzyl,  
 3-nitro-4-[(morpholin-4'-yl)-C(O)O-]benzyl,  
 4-[(thiomorpholin-4'-yl)C(O)O-]benzyl,  
 15 4-[(thiomorpholin-4'-yl sulfone)-C(O)O-]benzyl,  
     (alternative nomenclature 4-[(1,1-dioxothiomorpholin-4-yl)-  
     C(O)O-]benzyl),  
 4-[(pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-methylpyrrolidin-1'-yl)C(O)O-]benzyl,  
 20 4-[(2'-(methoxycarbonyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(hydroxymethyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(N,N-dimethylamino)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(N-methyl-N-toluene-4-sulfonylamino)ethyl)(CH<sub>3</sub>)N-  
     C(O)O-]benzyl,  
 25 4-[(2'-(morpholin-4'-yl)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(hydroxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[bis(2'-(hydroxy)ethyl)NC(O)O-]benzyl,  
 4-[(2'-(formyloxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(CH<sub>3</sub>OC(O)CH<sub>2</sub>)HNC(O)O-]benzyl,  
 30 4-[2'-(phenylNHC(O)O-)ethyl-]HNC(O)O-]benzyl,

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3-chloro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
3-chloro-4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
3-chloro-4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
3-chloro-4-[(thiomorpholin-4'-yl)C(O)O-]benzyl, and  
5 3-fluoro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl.

In this embodiment, Ar is preferably aryl or substituted aryl and, even more preferably, is phenyl or substituted phenyl. Preferably, x is 1.

10 In another preferred embodiment, R<sup>14</sup> corresponds to the R<sup>6</sup> group, (including the preferred embodiments) found in International Patent Application Publication No. WO 98/53817 which application is incorporated herein by reference in its entirety. In this embodiment, R<sup>14</sup> is preferably  
-CH<sub>2</sub>-Ar<sup>2</sup>-Ar<sup>1</sup>.

15 R<sup>15</sup> is preferably hydrogen.

In the compounds of formula VIa-b and VII, preferred R<sup>23</sup>, R<sup>24</sup> and R<sup>25</sup> groups correspond to the R<sup>5</sup>, R<sup>6</sup> and R<sup>7</sup> groups, respectively, found in  
20 International Patent Application Publication No. WO 98/53817 which application is incorporated herein by reference in its entirety. In a preferred embodiment, in compounds of formula IVa-b and VIIa-b, R<sup>24</sup> is -CH<sub>2</sub>-Ar<sup>2</sup>-Ar<sup>1</sup> and R<sup>25</sup> is hydrogen.

25 This invention also provides methods for binding VLA-4 in a biological sample which method comprises contacting the biological sample with a compound of formula I-VII above under conditions wherein said compound binds to VLA-4.

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Certain of the compounds of formula I-VII above are also useful in reducing VLA-4 mediated inflammation *in vivo*.

5 This invention also provides pharmaceutical compositions comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of one or more of the compounds of formula I-VII above. Preferably, R<sup>3</sup> and R<sup>3'</sup> are derived from L-amino acids or other similarly configured starting materials. Alternatively, racemic mixtures can be used.

10 The pharmaceutical compositions may be used to treat VLA-4 mediated disease conditions. Such disease conditions include, by way of example, asthma, Alzheimer's disease, atherosclerosis, AIDS dementia, diabetes (including acute juvenile onset diabetes), inflammatory bowel disease (including ulcerative colitis and Crohn's disease), multiple sclerosis, 15 rheumatoid arthritis, tissue transplantation, tumor metastasis, meningitis, encephalitis, stroke, and other cerebral traumas, nephritis, retinitis, atopic dermatitis, psoriasis, myocardial ischemia and acute leukocyte-mediated lung injury such as that which occurs in adult respiratory distress syndrome.

20 Other disease conditions include, but are not limited to, inflammatory conditions such as erythema nodosum, allergic conjunctivitis, optic neuritis, uveitis, allergic rhinitis, Ankylosing spondylitis, psoriatic arthritis, vasculitis, Reiter's syndrome, systemic lupus erythematosus, progressive systemic sclerosis, polymyositis, dermatomyositis, Wegner's 25 granulomatosis, aortitis, sarcoidosis, lymphocytopenia, temporal arteritis, pericarditis, myocarditis, congestive heart failure, polyarteritis nodosa, hypersensitivity syndromes, allergy, hypereosinophilic syndromes, Churg-Strauss syndrome, chronic obstructive pulmonary disease, hypersensitivity pneumonitis, chronic active hepatitis, interstitial cystitis, autoimmune

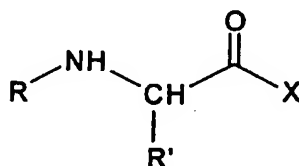
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endocrine failure, primary biliary cirrhosis, autoimmune aplastic anemia, chronic persistent hepatitis and thyroiditis.

Accordingly, this invention also provides methods for the treatment  
 5 of an inflammatory disease in a patient mediated by VLA-4 which methods comprise administering to the patient the pharmaceutical compositions described above.

Preferred compounds of this invention include those set forth in  
 10 Table I below:

Table I



15

20

25

Ex. No.	R	R'	X
1	1-(CH <sub>3</sub> CH <sub>2</sub> OC(O)CH <sub>2</sub> -)-benzimidazol-2-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-]benzyl-	-OC(CH <sub>3</sub> ) <sub>3</sub>
2	1-(CH <sub>3</sub> CH <sub>2</sub> OC(O)CH <sub>2</sub> -)-benzimidazol-2-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-]benzyl-	-OH
3	benzoxazol-2-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-]benzyl-	-OC(CH <sub>3</sub> ) <sub>3</sub>
4	benzoxazol-2-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-]benzyl-	-OH
5	benzothiazol-2-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-]benzyl-	-OC(CH <sub>3</sub> ) <sub>3</sub>
6	benzothiazol-2-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-]benzyl-	-OH



Ex. No.	R	R'	X
7	2-cyclohexylquinazol-4-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-] benzyl-	-OC(CH <sub>3</sub> ) <sub>3</sub>
8	2-cyclohexylquinazol-4-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-] benzyl-	-OH
9	2-(piperid-1-yl)quinazol-4-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-] benzyl-	-OC(CH <sub>3</sub> ) <sub>3</sub>
10	2-(piperid-1-yl)quinazol-4-yl	<i>p</i> -[(CH <sub>3</sub> ) <sub>2</sub> NC(O)O-] benzyl-	-OH

5

Accordingly, this invention is also directed to each of the following compounds:

10

*N*-[1-(ethoxycarbonylmethyl)benzimidazol-2-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

*N*-[1-(ethoxycarbonylmethyl)benzimidazol-2-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

15

*N*-(benzoxazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

*N*-(benzoxazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

20

*N*-(benzothiazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

*N*-(benzothiazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

25

*N*-(2-cyclohexylquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

*N*-(2-cyclohexylquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

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*N*-[2-(piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

35

*N*-[2-(piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

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and pharmaceutically acceptable salts thereof.

### DETAILED DESCRIPTION OF THE INVENTION

5       As above, this invention relates to compounds which inhibit leukocyte adhesion and, in particular, leukocyte adhesion mediated by VLA-4. However, prior to describing this invention in further detail, the following terms will first be defined.

#### 10       Definitions

As used herein, "alkyl" refers to alkyl groups preferably having from 1 to 10 carbon atoms and more preferably 1 to 6 carbon atoms. This term is exemplified by groups such as methyl, t-butyl, n-heptyl, octyl and the like.

15       "Substituted alkyl" refers to an alkyl group, preferably of from 1 to 10 carbon atoms, having from 1 to 5 substituents selected from the group consisting of alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonylamino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino,

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oxythiocarbonylamino,  $-\text{OS}(\text{O})_2\text{-alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-aryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{OS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{OSO}_2\text{-NRR}$  where R is hydrogen or alkyl,  $-\text{NRS}(\text{O})_2\text{-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heterocyclic}$  where R is hydrogen or alkyl, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with  $-\text{SO}_2\text{-alkyl}$ ,  $-\text{SO}_2\text{-substituted alkyl}$ ,  $-\text{SO}_2\text{-alkenyl}$ ,  $-\text{SO}_2\text{-substituted alkenyl}$ ,  $-\text{SO}_2\text{-cycloalkyl}$ ,  $-\text{SO}_2\text{-substituted cycloalkyl}$ ,  $-\text{SO}_2\text{-aryl}$ ,  $-\text{SO}_2\text{-substituted aryl}$ ,  $-\text{SO}_2\text{-heteroaryl}$ ,  $-\text{SO}_2\text{-substituted heteroaryl}$ ,  $-\text{SO}_2\text{-heterocyclic}$ ,  $-\text{SO}_2\text{-substituted heterocyclic}$  and  $-\text{SO}_2\text{NRR}$  where R is hydrogen or alkyl.

"Alkoxy" refers to the group "alkyl-O-" which includes, by way of example, methoxy, ethoxy, *n*-propoxy, *iso*-propoxy, *n*-butoxy, *tert*-butoxy, *sec*-butoxy, *n*-pentoxy, *n*-hexoxy, 1,2-dimethylbutoxy, and the like.

"Substituted alkoxy" refers to the group "substituted alkyl-O-".

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"Alkenoxy" refers to the group "alkenyl-O-".

"Substituted alkenoxy" refers to the group "substituted alkenyl-O-".

- 5           "Acyl" refers to the groups H-C(O)-, alkyl-C(O)-, substituted alkyl-C(O)-, alkenyl-C(O)-, substituted alkenyl-C(O)-, alkynyl-C(O)-, substituted alkynyl-C(O)-, cycloalkyl-C(O)-, substituted cycloalkyl-C(O)-, aryl-C(O)-, substituted aryl-C(O)-, heteroaryl-C(O)-, substituted heteroaryl-C(O)-, heterocyclic-C(O)-, and substituted heterocyclic-C(O)- wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.
- 15           "Acylamino" refers to the group -C(O)NRR where each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic and where each
- 20           R is joined to form together with the nitrogen atom a heterocyclic or substituted heterocyclic ring wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.
- 25           "Thiocarbonylamino" refers to the group -C(S)NRR where each R is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic and where each
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R is joined to form, together with the nitrogen atom a heterocyclic or substituted heterocyclic ring wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.

"Acyloxy" refers to the groups alkyl-C(O)O-, substituted alkyl-C(O)O-, alkenyl-C(O)O-, substituted alkenyl-C(O)O-, alkynyl-C(O)O-, substituted alkynyl-C(O)O-, aryl-C(O)O-, substituted aryl-C(O)O-, cycloalkyl-C(O)O-, substituted cycloalkyl-C(O)O-, heteroaryl-C(O)O-, substituted heteroaryl-C(O)O-, heterocyclic-C(O)O-, and substituted heterocyclic-C(O)O- wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.

"Alkenyl" refers to alkenyl group preferably having from 2 to 10 carbon atoms and more preferably 2 to 6 carbon atoms and having at least 1 and preferably from 1-2 sites of alkenyl unsaturation.

"Substituted alkenyl" refers to alkenyl groups having from 1 to 5 substituents selected from the group consisting of alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonylamino, acyloxy, amino, amidino, alkylamidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, halogen, hydroxyl, cyano, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl,

guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino, -OS(O)<sub>2</sub>-alkyl, -OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-heterocyclic, -OS(O)<sub>2</sub>-substituted heterocyclic, -OSO<sub>2</sub>-NRR where R is hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, -NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -NRS(O)<sub>2</sub>-NR-substituted aryl, -NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted heterocyclic where R is hydrogen or alkyl, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkenyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkenyl/substituted alkenyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl.

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"Alkynyl" refers to alkynyl group preferably having from 2 to 10 carbon atoms and more preferably 3 to 6 carbon atoms and having at least 1 and preferably from 1-2 sites of alkynyl unsaturation.

5 "Substituted alkynyl" refers to alkynyl groups having from 1 to 5 substituents selected from the group consisting of alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonylamino, acyloxy, amino, amidino, alkylamidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, 10 aryloxyaryl, substituted aryloxyaryl, halogen, hydroxyl, cyano, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, 15 guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted 20 heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino, -OS(O)<sub>2</sub>-alkyl, -OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-heterocyclic, -OS(O)<sub>2</sub>-substituted heterocyclic, -OSO<sub>2</sub>-NRR where R is hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, - 25 NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -NRS(O)<sub>2</sub>-NR-substituted aryl, - 30 NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted heterocyclic where R is hydrogen or

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alkyl, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino,  
mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-  
heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-  
heterocyclic amino, mono- and di-substituted heterocyclic amino,  
5 unsymmetric di-substituted amines having different substituents selected from  
alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted  
heteroaryl, heterocyclic and substituted heterocyclic and substituted alkynyl  
groups having amino groups blocked by conventional blocking groups such  
as Boc, Cbz, formyl, and the like or alkynyl/substituted alkynyl groups  
10 substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-  
substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -  
SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl,  
-SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is  
hydrogen or alkyl.

15

"Amidino" refers to the group H<sub>2</sub>NC(=NH)- and the term  
"alkylamidino" refers to compounds having 1 to 3 alkyl groups (e.g.,  
alkylHNC(=NH)-).

20 "Thioamidino" refers to the group RSC(=NH)- where R is hydrogen  
or alkyl.

"Aminoacyl" refers to the groups -NRC(O)alkyl,  
-NRC(O)substituted alkyl, -NRC(O)cycloalkyl, -NRC(O)substituted  
cycloalkyl, -NRC(O)alkenyl, -NRC(O)substituted alkenyl, -NRC(O)alkynyl,  
25 -NRC(O)substituted alkynyl, -NRC(O)aryl, -NRC(O)substituted aryl,  
-NRC(O)heteroaryl, -NRC(O)substituted heteroaryl, -NRC(O)heterocyclic,  
and -NRC(O)substituted heterocyclic where R is hydrogen or alkyl and  
wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl,  
30 substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl,



heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.

"Aminocarbonyloxy" refers to the groups -NRC(O)O-alkyl,  
5 -NRC(O)O-substituted alkyl, -NRC(O)O-alkenyl, -NRC(O)O-substituted  
alkenyl, -NRC(O)O-alkynyl, -NRC(O)O-substituted alkynyl, -NRC(O)O-  
cycloalkyl, -NRC(O)O-substituted cycloalkyl, -NRC(O)O-aryl, -NRC(O)O-  
substituted aryl, -NRC(O)O-heteroaryl, -NRC(O)O-substituted heteroaryl,  
10 -NRC(O)O-heterocyclic, and -NRC(O)O-substituted heterocyclic where R is  
hydrogen or alkyl and wherein alkyl, substituted alkyl, alkenyl, substituted  
alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl,  
substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and  
substituted heterocyclic are as defined herein.

15 "Oxycarbonylamino" refers to the groups -OC(O)NH<sub>2</sub>, -OC(O)NRR,  
-OC(O)NR-alkyl, -OC(O)NR-substituted alkyl, -OC(O)NR-alkenyl,  
-OC(O)NR-substituted alkenyl, -OC(O)NR-alkynyl, -OC(O)NR-substituted  
alkynyl, -OC(O)NR-cycloalkyl, -OC(O)NR-substituted cycloalkyl,  
-OC(O)NR-aryl, -OC(O)NR-substituted aryl, -OC(O)NR-heteroaryl,  
20 -OC(O)NR-substituted heteroaryl, -OC(O)NR-heterocyclic, and  
-OC(O)NR-substituted heterocyclic where R is hydrogen, alkyl or where  
each R is joined to form, together with the nitrogen atom a heterocyclic or  
substituted heterocyclic ring and wherein alkyl, substituted alkyl, alkenyl,  
substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted  
25 cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl,  
heterocyclic and substituted heterocyclic are as defined herein.

"Oxythiocarbonylamino" refers to the groups -OC(S)NH<sub>2</sub>,

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-OC(S)NRR, -OC(S)NR-alkyl, -OC(S)NR-substituted alkyl, -OC(S)NR-alkenyl, -OC(S)NR-substituted alkenyl, -OC(S)NR-alkynyl, -OC(S)NR-substituted alkynyl, -OC(S)NR-cycloalkyl, -OC(S)NR-substituted cycloalkyl, -OC(S)NR-aryl, -OC(S)NR-substituted aryl, -OC(S)NR-heteroaryl, 5 -OC(S)NR-substituted heteroaryl, -OC(S)NR-heterocyclic, and -OC(S)NR-substituted heterocyclic where R is hydrogen, alkyl or where each R is joined to form together with the nitrogen atom a heterocyclic or substituted heterocyclic ring and wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 10 heterocyclic and substituted heterocyclic are as defined herein.

"Aminocarbonylamino" refers to the groups -NRC(O)NRR, -NRC(O)NR-alkyl, -NRC(O)NR-substituted alkyl, -NRC(O)NR-alkenyl, 15 -NRC(O)NR-substituted alkenyl, -NRC(O)NR-alkynyl, -NRC(O)NR-substituted alkynyl, -NRC(O)NR-aryl, -NRC(O)NR-substituted aryl, -NRC(O)NR-cycloalkyl, -NRC(O)NR-substituted cycloalkyl, -NRC(O)NR-heteroaryl, and -NRC(O)NR-substituted heteroaryl, -NRC(O)NR-heterocyclic, and -NRC(O)NR-substituted heterocyclic where 20 each R is independently hydrogen, alkyl or where each R is joined to form together with the nitrogen atom a heterocyclic or substituted heterocyclic ring as well as where one of the amino groups is blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like and wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, 25 cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.

"Aminothiocabonylamino" refers to the groups -NRC(S)NRR, 30 -NRC(S)NR-alkyl, -NRC(S)NR-substituted alkyl, -NRC(S)NR-alkenyl,

-NRC(S)NR-substituted alkenyl, -NRC(S)NR-alkynyl, -NRC(S)NR-substituted alkynyl, -NRC(S)NR-aryl, -NRC(S)NR-substituted aryl, -NRC(S)NR-cycloalkyl, -NRC(S)NR-substituted cycloalkyl, -NRC(S)NR-heteroaryl, and -NRC(S)NR-substituted heteroaryl, -NRC(S)NR-heterocyclic, and -NRC(S)NR-substituted heterocyclic where each R is independently hydrogen, alkyl or where each R is joined to form together with the nitrogen atom a heterocyclic or substituted heterocyclic ring as well as where one of the amino groups is blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like and wherein alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.

"Aryl" or "Ar" refers to an unsaturated aromatic carbocyclic group of from 6 to 14 carbon atoms having a single ring (e.g., phenyl) or multiple condensed rings (e.g., naphthyl or anthryl) which condensed rings may or may not be aromatic (e.g., 2-benzoxazolinone, 2H-1,4-benzoxazin-3(4H)-one-7yl, and the like). Preferred aryls include phenyl and naphthyl.

Substituted aryl refers to aryl groups which are substituted with from 1 to 3 substituents selected from the group consisting of hydroxy, acyl, acylamino, thiocarbonylamino, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amidino, alkylamidino, thioamidino, amino, aminoacyl, aminocarbonyloxy, aminocarbonylamino, aminothiocabonylamino, aryl, substituted aryl, aryloxy, substituted aryloxy, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl,

carboxylheterocyclic, carboxyl-substituted heterocyclic, carboxylamido,  
 cyano, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl,  
 thioheteroaryl, substituted thioheteroaryl, thiocycloalkyl, substituted  
 thiocycloalkyl, thioheterocyclic, substituted thioheterocyclic, cycloalkyl,  
 5 substituted cycloalkyl, guanidino, guanidinosulfone, halo, nitro, heteroaryl,  
 substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy,  
 substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy,  
 heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino,  
 oxythiocarbonylamino, -S(O)<sub>2</sub>-alkyl, -S(O)<sub>2</sub>-substituted alkyl, -S(O)<sub>2</sub>-  
 10 cycloalkyl, -S(O)<sub>2</sub>-substituted cycloalkyl, -S(O)<sub>2</sub>-alkenyl, -S(O)<sub>2</sub>-substituted  
 alkenyl, -S(O)<sub>2</sub>-aryl, -S(O)<sub>2</sub>-substituted aryl, -S(O)<sub>2</sub>-heteroaryl, -S(O)<sub>2</sub>-  
 substituted heteroaryl, -S(O)<sub>2</sub>-heterocyclic, -S(O)<sub>2</sub>-substituted heterocyclic, -  
 OS(O)<sub>2</sub>-alkyl, -OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted  
 aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-  
 15 heterocyclic, -OS(O)<sub>2</sub>-substituted heterocyclic, -OSO<sub>2</sub>-NRR where R is  
 hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, -NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-  
 aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted  
 heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -  
 NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -  
 20 NRS(O)<sub>2</sub>-NR-substituted aryl, -NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-  
 substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted  
 heterocyclic where R is hydrogen or alkyl, mono- and di-alkylamino, mono-  
 and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-  
 substituted arylamino, mono- and di-heteroarylamino, mono- and di-  
 25 substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-  
 substituted heterocyclic amino, unsymmetric di-substituted amines having  
 different substituents selected from alkyl, substituted alkyl, aryl, substituted  
 aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted  
 heterocyclic and amino groups on the substituted aryl blocked by

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conventional blocking groups such as Boc, Cbz, formyl, and the like or substituted with  $-SO_2NRR$  where R is hydrogen or alkyl.

5 "Aryloxy" refers to the group aryl-O- which includes, by way of example, phenoxy, naphthoxy, and the like.

"Substituted aryloxy" refers to substituted aryl-O- groups.

10 "Aryloxyaryl" refers to the group -aryl-O-aryl.

"Substituted aryloxyaryl" refers to aryloxyaryl groups substituted with from 1 to 3 substituents on either or both aryl rings selected from the group consisting of hydroxy, acyl, acylamino, thiocarbonylamino, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, 15 alkynyl, substituted alkynyl, amidino, alkylamidino, thioamidino, amino, aminoacyl, aminocarbonyloxy, aminocarbonylamino, aminothiocarbonylamino, aryl, substituted aryl, aryloxy, substituted aryloxy, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, carboxyl, 20 carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, carboxylamido, cyano, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thioheteroaryl, substituted thioheteroaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheterocyclic, 25 substituted thioheterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, halo, nitro, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy,

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oxycarbonylamino, oxythiocarbonylamino,  $-S(O)_2$ -alkyl,  $-S(O)_2$ -substituted alkyl,  $-S(O)_2$ -cycloalkyl,  $-S(O)_2$ -substituted cycloalkyl,  $-S(O)_2$ -alkenyl,  $-S(O)_2$ -substituted alkenyl,  $-S(O)_2$ -aryl,  $-S(O)_2$ -substituted aryl,  $-S(O)_2$ -heteroaryl,  $-S(O)_2$ -substituted heteroaryl,  $-S(O)_2$ -heterocyclic,  $-S(O)_2$ -substituted heterocyclic,  $-OS(O)_2$ -alkyl,  $-OS(O)_2$ -substituted alkyl,  $-OS(O)_2$ -aryl,  $-OS(O)_2$ -substituted aryl,  $-OS(O)_2$ -heteroaryl,  $-OS(O)_2$ -substituted heteroaryl,  $-OS(O)_2$ -heterocyclic,  $-OS(O)_2$ -substituted heterocyclic,  $-OSO_2$ -NRR where R is hydrogen or alkyl,  $-NRS(O)_2$ -alkyl,  $-NRS(O)_2$ -substituted alkyl,  $-NRS(O)_2$ -aryl,  $-NRS(O)_2$ -substituted aryl,  $-NRS(O)_2$ -heteroaryl,  $-NRS(O)_2$ -substituted heteroaryl,  $-NRS(O)_2$ -heterocyclic,  $-NRS(O)_2$ -substituted heterocyclic,  $-NRS(O)_2$ -NR-alkyl,  $-NRS(O)_2$ -NR-substituted alkyl,  $-NRS(O)_2$ -NR-aryl,  $-NRS(O)_2$ -NR-substituted aryl,  $-NRS(O)_2$ -NR-heteroaryl,  $-NRS(O)_2$ -NR-substituted heteroaryl,  $-NRS(O)_2$ -NR-heterocyclic,  $-NRS(O)_2$ -NR-substituted heterocyclic where R is hydrogen or alkyl, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and amino groups on the substituted aryl blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or substituted with  $-SO_2NRR$  where R is hydrogen or alkyl.

"Cycloalkyl" refers to cyclic alkyl groups of from 3 to 8 carbon atoms having a single cyclic ring including, by way of example, cyclopropyl, cyclobutyl, cyclopentyl, cyclooctyl and the like. Excluded from this definition are multi-ring alkyl groups such as adamantanyl, etc.

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"Cycloalkenyl" refers to cyclic alkenyl groups of from 3 to 8 carbon atoms having single or multiple unsaturation but which are not aromatic.

"Substituted cycloalkyl" and "substituted cycloalkenyl" refer to a  
 5 cycloalkyl and cycloalkenyl groups, preferably of from 3 to 8 carbon atoms, having from 1 to 5 substituents selected from the group consisting of oxo (=O), thioxo (=S), alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonylamino, acyloxy, amino, amidino, alkylamidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocabonylamino,  
 10 aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, halogen, hydroxyl, cyano, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic,  
 15 carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic,  
 20 cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino, -OS(O)<sub>2</sub>-alkyl, -OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-heterocyclic, -OS(O)<sub>2</sub>-substituted  
 25 heterocyclic, -OSO<sub>2</sub>-NRR where R is hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, -NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -NRS(O)<sub>2</sub>-NR-substituted aryl, -  
 30 NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-

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heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted heterocyclic where R is hydrogen or alkyl, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkynyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkynyl/substituted alkynyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl.

"Cycloalkoxy" refers to -O-cycloalkyl groups.

"Substituted cycloalkoxy" refers to -O-substituted cycloalkyl groups.

"Cycloalkenoxy" refers to -O-cycloalkenyl groups.

"Substituted cycloalkenoxy" refers to -O-substituted cycloalkenyl groups.

"Guanidino" refers to the groups -NRC(=NR)NRR, -NRC(=NR)NR-alkyl, -NRC(=NR)NR-substituted alkyl, -NRC(=NR)NR-alkenyl, -NRC(=NR)NR-substituted alkenyl, -NRC(=NR)NR-alkynyl, -NRC(=NR)NR-substituted alkynyl, -NRC(=NR)NR-aryl, -NRC(=NR)NR-substituted aryl, -NRC(=NR)NR-cycloalkyl,



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-NRC(=NR)NR-heteroaryl, -NRC(=NR)NR-substituted heteroaryl,  
-NRC(=NR)NR-heterocyclic, and -NRC(=NR)NR-substituted heterocyclic  
where each R is independently hydrogen and alkyl as well as where one of  
the amino groups is blocked by conventional blocking groups such as Boc,  
5 Cbz, formyl, and the like and wherein alkyl, substituted alkyl, alkenyl,  
substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl, substituted  
cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl,  
heterocyclic and substituted heterocyclic are as defined herein.

10 "Guanidinosulfone" refers to the groups -NRC(=NR)NRSO<sub>2</sub>-alkyl,  
-NRC(=NR)NRSO<sub>2</sub>-substituted alkyl, -NRC(=NR)NRSO<sub>2</sub>-alkenyl,  
-NRC(=NR)NRSO<sub>2</sub>-substituted alkenyl, -NRC(=NR)NRSO<sub>2</sub>-alkynyl,  
-NRC(=NR)NRSO<sub>2</sub>-substituted alkynyl, -NRC(=NR)NRSO<sub>2</sub>-aryl,  
-NRC(=NR)NRSO<sub>2</sub>-substituted aryl, -NRC(=NR)NRSO<sub>2</sub>-cycloalkyl,  
15 -NRC(=NR)NRSO<sub>2</sub>-substituted cycloalkyl, -NRC(=NR)NRSO<sub>2</sub>-heteroaryl,  
and -NRC(=NR)NRSO<sub>2</sub>-substituted heteroaryl, -NRC(=NR)NRSO<sub>2</sub>-  
heterocyclic, and -NRC(=NR)NRSO<sub>2</sub>-substituted heterocyclic where each R  
is independently hydrogen and alkyl and wherein alkyl, substituted alkyl,  
alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, cycloalkyl,  
20 substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted  
heteroaryl, heterocyclic and substituted heterocyclic are as defined herein.

"Halo" or "halogen" refers to fluoro, chloro, bromo and iodo and  
preferably is either chloro or bromo.

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"Heteroaryl" refers to an aromatic carbocyclic group of from 2 to 10  
carbon atoms and 1 to 4 heteroatoms selected from oxygen, nitrogen and  
sulfur within the ring. Such heteroaryl groups can have a single ring (e.g.,  
pyridyl or furyl) or multiple condensed rings (e.g., indolizinyll or  
30 benzothiényl). Preferred heteroaryls include pyridyl, pyrrolyl, indolyl and

furyl. "Fused ring heteroaryl" refers to a heteroaryl group having two or more fused rings. Preferred fused ring heteroaryl groups include indolyl, 1H-indazolyl, benzimidazolyl, purinyl, benzoxazolyl, benzothiazolyl and the like.

5

"Substituted heteroaryl" refers to heteroaryl groups which are substituted with from 1 to 3 substituents selected from the group consisting of hydroxy, acyl, acylamino, thiocarbonylamino, acyloxy, alkyl, substituted alkyl, alkoxy, substituted alkoxy, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, amidino, alkylamidino, thioamidino, amino, aminoacyl, aminocarbonyloxy, aminocarbonylamino, aminothiocarbonylamino, aryl, substituted aryl, aryloxy, substituted aryloxy, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, carboxylamido, cyano, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thioheteroaryl, substituted thioheteroaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheterocyclic, substituted thioheterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, halo, nitro, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino, -S(O)<sub>2</sub>-alkyl, -S(O)<sub>2</sub>-substituted alkyl, -S(O)<sub>2</sub>-cycloalkyl, -S(O)<sub>2</sub>-substituted cycloalkyl, -S(O)<sub>2</sub>-alkenyl, -S(O)<sub>2</sub>-substituted alkenyl, -S(O)<sub>2</sub>-aryl, -S(O)<sub>2</sub>-substituted aryl, -S(O)<sub>2</sub>-heteroaryl, -S(O)<sub>2</sub>-substituted heteroaryl, -S(O)<sub>2</sub>-heterocyclic, -S(O)<sub>2</sub>-substituted heterocyclic,

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-OS(O)<sub>2</sub>-alkyl, -OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted  
 aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-  
 heterocyclic, -OS(O)<sub>2</sub>-substituted heterocyclic, -OSO<sub>2</sub>-NRR where R is  
 hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, -NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-  
 5 aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted  
 heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -  
 NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -  
 NRS(O)<sub>2</sub>-NR-substituted aryl, -NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-  
 substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted  
 10 heterocyclic where R is hydrogen or alkyl, mono- and di-alkylamino, mono-  
 and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-  
 substituted arylamino, mono- and di-heteroarylamino, mono- and di-  
 substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-  
 substituted heterocyclic amino, unsymmetric di-substituted amines having  
 15 different substituents selected from alkyl, substituted alkyl, aryl, substituted  
 aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted  
 heterocyclic and amino groups on the substituted aryl blocked by  
 conventional blocking groups such as Boc, Cbz, formyl, and the like or  
 substituted with -SO<sub>2</sub>NRR where R is hydrogen or alkyl.

20

"Heteroaryloxy" refers to the group -O-heteroaryl and "substituted  
 heteroaryloxy" refers to the group -O-substituted heteroaryl.

25 "Heterocycle" or "heterocyclic" refers to a saturated or unsaturated  
 group having a single ring or multiple condensed rings, from 1 to 10 carbon  
 atoms and from 1 to 4 hetero atoms selected from nitrogen, sulfur or oxygen  
 within the ring wherein, in fused ring systems, one or more of the rings can  
 be aryl or heteroaryl. "Fused ring heterocyclic" refers to a heterocyclic group  
 having two or more fused rings. Preferred fused ring heterocyclic groups

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include indolinyl, 1,2,3,4-tetrahydroquinolinyl, 1,2,3,4-tetrahydroisoquinolinyl and the like.

"Substituted heterocyclic" refers to heterocycle groups which are substituted with from 1 to 3 substituents selected from the group consisting of oxo (=O), thioxo (=S), alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonylamino, acyloxy, amino, amidino, alkylamidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocabonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, halogen, hydroxyl, cyano, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino, -OS(O)<sub>2</sub>-alkyl, -OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-heterocyclic, -OS(O)<sub>2</sub>-substituted heterocyclic, -OSO<sub>2</sub>-NRR where R is hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, -NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -NRS(O)<sub>2</sub>-NR-substituted aryl, -NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted heterocyclic where R is hydrogen or

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alkyl, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino,  
mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-  
heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-  
heterocyclic amino, mono- and di-substituted heterocyclic amino,  
5 unsymmetric di-substituted amines having different substituents selected from  
alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted  
heteroaryl, heterocyclic and substituted heterocyclic and substituted alkynyl  
groups having amino groups blocked by conventional blocking groups such  
as Boc, Cbz, formyl, and the like or alkynyl/substituted alkynyl groups  
10 substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-  
substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -  
SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-  
heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is  
hydrogen or alkyl.

15  
Examples of heterocycles and heteroaryls include, but are not limited  
to, azetidine, pyrrole, imidazole, pyrazole, pyridine, pyrazine, pyrimidine,  
pyridazine, indolizine, isoindole, indole, dihydroindole, indazole, purine,  
quinolizine, isoquinoline, quinoline, phthalazine, naphthylpyridine,  
20 quinoxaline, quinazoline, cinnoline, pteridine, carbazole, carboline,  
phenanthridine, acridine, phenanthroline, isothiazole, phenazine, isoxazole,  
phenoxazine, phenothiazine, imidazolidine, imidazoline, piperidine,  
piperazine, indoline, phthalimide, 1,2,3,4-tetrahydroisoquinoline, 4,5,6,7-  
tetrahydrobenzo[b]thiophene, thiazole, thiazolidine, thiophene,  
25 benzo[b]thiophene, morpholino, thiomorpholino, piperidinyl, pyrrolidine,  
tetrahydrofuranyl, and the like.

"Heterocyclyloxy" refers to the group -O-heterocyclic and  
"substituted heterocyclyloxy" refers to the group -O-substituted heterocyclic.

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"Thiol" refers to the group -SH.

"Thioalkyl" refers to the groups -S-alkyl

5 "Substituted thioalkyl" refers to the group -S-substituted alkyl.

"Thiocycloalkyl" refers to the groups -S-cycloalkyl.

10 "Substituted thiocycloalkyl" refers to the group -S-substituted cycloalkyl.

"Thioaryl" refers to the group -S-aryl and "substituted thioaryl" refers to the group -S-substituted aryl.

15 "Thioheteroaryl" refers to the group -S-heteroaryl and "substituted thioheteroaryl" refers to the group -S-substituted heteroaryl.

"Thioheterocyclic" refers to the group -S-heterocyclic and "substituted thioheterocyclic" refers to the group -S-substituted heterocyclic.

20 "Pharmaceutically acceptable salt" refers to pharmaceutically acceptable salts of a compound of Formula I which salts are derived from a variety of organic and inorganic counter ions well known in the art and include, by way of example only, sodium, potassium, calcium, magnesium, ammonium, tetraalkylammonium, and the like; and when the molecule  
25 contains a basic functionality, salts of organic or inorganic acids, such as hydrochloride, hydrobromide, tartrate, mesylate, acetate, maleate, oxalate and the like.

### Compound Preparation

The compounds of this invention can be prepared from readily available starting materials using the following general methods and procedures. It will be appreciated that where typical or preferred process conditions (i.e., reaction temperatures, times, mole ratios of reactants, solvents, pressures, etc.) are given, other process conditions can also be used unless otherwise stated. Optimum reaction conditions may vary with the particular reactants or solvent used, but such conditions can be determined by one skilled in the art by routine optimization procedures.

10

Additionally, as will be apparent to those skilled in the art, conventional protecting groups may be necessary to prevent certain functional groups from undergoing undesired reactions. Suitable protecting groups for various functional groups as well as suitable conditions for protecting and deprotecting particular functional groups are well known in the art. For example, numerous protecting groups are described in T. W. Greene and G. M. Wuts, *Protecting Groups in Organic Synthesis*, Second Edition, Wiley, New York, 1991, and references cited therein.

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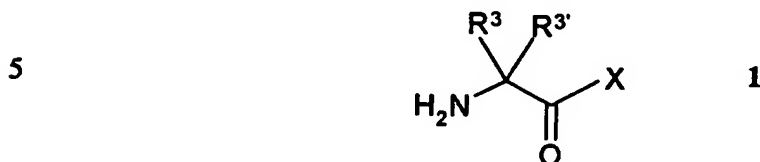
Furthermore, the compounds of this invention will typically contain one or more chiral centers. Accordingly, if desired, such compounds can be prepared or isolated as pure stereoisomers, i.e., as individual enantiomers or diastereomers, or as stereoisomer-enriched mixtures. All such stereoisomers (and enriched mixtures) are included within the scope of this invention, unless otherwise indicated. Pure stereoisomers (or enriched mixtures) may be prepared using, for example, optically active starting materials or stereoselective reagents well-known in the art. Alternatively, racemic mixtures of such compounds can be separated using, for example, chiral column chromatography, chiral resolving agents and the like.

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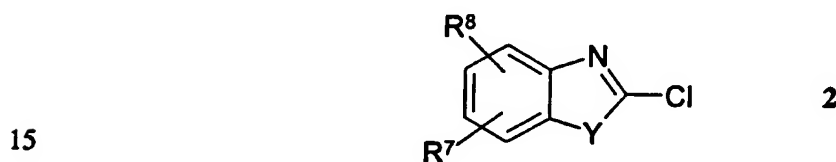
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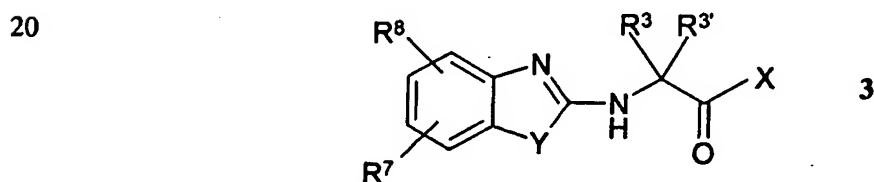
In a preferred method of synthesis, the compounds of this invention are prepared by coupling an amino acid derivative of formula 1:



10 where  $R^3$ ,  $R^{3'}$  and X are as defined herein with a suitably functionalized fused ring heteroaryl or heterocyclic intermediate, such as a compound of formula 2:



where  $R^7$ ,  $R^8$  and Y are as defined herein, to form a coupled reaction product, such as a compound of formula 3:



25 This reaction is typically conducted by contacting one molar equivalent of the heteroaryl or heterocyclic intermediate, such as 2, with at least one molar equivalent of the amino acid derivative 1 in an inert diluent, such as DMSO, at a temperature ranging from about 60°C to about 250°C for about 12 to about 48 hours. Upon completion of the reaction, the

30 resulting coupled product 3 is recovered by conventional methods including



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neutralization, extraction, precipitation, chromatography, filtration, and the like. In addition to the chloro derivative 2, heteroaryl intermediates having other suitable leaving groups, such as bromo, iodo, tosyl, mesyl and the like, may also be employed in the coupling reaction.

5

The amino acid derivatives 1 employed in the above reactions are either known compounds or compounds that can be prepared from known compounds by conventional synthetic procedures. For example, amino acid derivatives can be prepared by C-alkylating commercially available diethyl 2-  
10 acetamidomalonate (Aldrich, Milwaukee, Wisconsin, USA) with an alkyl or substituted alkyl halide. This reaction is typically conducted by treating the diethyl 2-acetamidomalonate with at least one equivalent of sodium ethoxide and at least one equivalent of an alkyl or substituted alkyl halide in refluxing ethanol for about 6 to about 12 hours. The resulting C-alkylated malonate is  
15 then deacetylated, hydrolyzed and decarboxylated by heating in aqueous hydrochloric acid at reflux for about 6 to about 12 hours to provide the amino acid, typically as the hydrochloride salt.

Examples of amino acid derivatives of formula 1 suitable for use in  
20 the above reactions include, but are not limited to, L-tyrosine methyl ester, L-3,5-diiodotyrosine methyl ester, L-3-iodotyrosine methyl ester,  $\beta$ -(4-hydroxy-naphth-1-yl)-L-alanine methyl ester,  $\beta$ -(6-hydroxy-naphth-2-yl)-L-alanine methyl ester, L-4-(*N,N*-dimethylcarbamoyloxy)phenylalanine ethyl ester and the like. If desired, of course, other esters or amides of the above-  
25 described compounds may also be employed.

Similarly, the heteroaryl or heterocyclic intermediates employed in the coupling reaction are either commercially available or can be prepared from commercially available starting materials using procedures and reagents  
30 well-known in the art. For example, the synthesis of 2-chloro-3-

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nitroquinoline is described in *Chem. Pharm. Bull.* 1959, 7, 273. Preferred heteroaryl intermediates for use in this reaction include 2-chlorobenzimidazole derivatives, 2-chlorobenzoxazole derivatives, 2-chlorobenzothiazole derivatives and 4-chloroquinazoline derivatives.

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When compound 2 is a 2-chlorobenzimidazole derivative (i.e., Y is -NH-), the nitrogen atom can be readily alkylated, if desired, prior to coupling with amino acid derivative 1. Typically, this alkylation reaction is conducted by contacting the 2-chlorobenzimidazole with a base, such as potassium carbonate, in the presence of an alkylating agent, such as ethyl chloroacetate, in an inert diluent at a temperature ranging from about 0°C to about 100°C for about 6 to about 48 hours. The alkylated product is then employed in the above described coupling reaction.

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Alternatively, a 2-chlorobenzimidazole derivative can be sulfonated prior to the coupling reaction by reacting 2 with a sulfonyl chloride of the formula:  $R^6-S(O)_2-Cl$ , where  $R^6$  is as defined herein, to provide a sulfonamide intermediate. This reaction is typically conducted by reacting the 2-chlorobenzimidazole derivative with at least one equivalent, preferably about 1.1 to about 2 equivalents, of a sulfonyl chloride in an inert diluent such as dichloromethane and the like. Generally, the reaction is conducted at a temperature ranging from about -70°C to about 40°C for about 1 to about 24 hours. Preferably, this reaction is conducted in the presence of a suitable base to scavenge the acid generated during the reaction. Suitable bases include, by way of example, tertiary amines, such as triethylamine, diisopropylethylamine, *N*-methylethanolamine and the like. Alternatively, the reaction can be conducted under Schotten-Baumann-type conditions using aqueous alkali, such as sodium hydroxide and the like, as the base. Upon completion of the reaction, the resulting sulfonamide is recovered by

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conventional methods including neutralization, extraction, precipitation, chromatography, filtration, and the like.

The sulfonyl chlorides employed in the above reaction are either  
5 known compounds or compounds that can be prepared from known  
compounds by conventional synthetic procedures. Such compounds are  
typically prepared from the corresponding sulfonic acid, i.e., from  
compounds of the formula  $R^6-SO_3H$  where  $R^6$  is as defined above, using  
phosphorous trichloride and phosphorous pentachloride. This reaction is  
10 generally conducted by contacting the sulfonic acid with about 2 to 5 molar  
equivalents of phosphorous trichloride and phosphorous pentachloride, either  
neat or in an inert solvent, such as dichloromethane, at temperature in the  
range of about  $0^\circ C$  to about  $80^\circ C$  for about 1 to about 48 hours to afford the  
sulfonyl chloride. Alternatively, the sulfonyl chloride can be prepared from  
15 the corresponding thiol compound, i.e., from compounds of the formula  $R^6-SH$   
where  $R^6$  is as defined herein, by treating the thiol with chlorine ( $Cl_2$ ) and  
water under conventional reaction conditions.

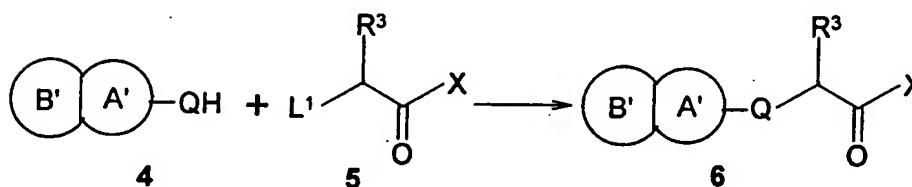
Examples of sulfonyl chlorides suitable for use in this invention  
20 include, but are not limited to, methanesulfonyl chloride, 2-propanesulfonyl  
chloride, 1-butanesulfonyl chloride, benzenesulfonyl chloride, 1-  
naphthalenesulfonyl chloride, 2-naphthalenesulfonyl chloride, *p*-  
toluenesulfonyl chloride,  $\alpha$ -toluenesulfonyl chloride, 4-  
acetamidobenzenesulfonyl chloride, 4-amidinobenzenesulfonyl chloride, 4-  
25 *tert*-butylbenzenesulfonyl chloride, 4-bromobenzenesulfonyl chloride, 2-  
carboxybenzenesulfonyl chloride, 4-cyanobenzenesulfonyl chloride, 3,4-  
dichlorobenzenesulfonyl chloride, 3,5-dichlorobenzenesulfonyl chloride, 3,4-  
dimethoxybenzenesulfonyl chloride, 3,5-ditrifluoromethylbenzenesulfonyl  
chloride, 4-fluorobenzenesulfonyl chloride, 4-methoxybenzenesulfonyl  
30 chloride, 2-methoxycarbonylbenzenesulfonyl chloride, 4-

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methylamidobenzenesulfonyl chloride, 4-nitrobenzenesulfonyl chloride, 4-  
 thioamidobenzenesulfonyl chloride, 4-trifluoromethylbenzenesulfonyl  
 chloride, 4-trifluoromethoxybenzenesulfonyl chloride, 2,4,6-  
 trimethylbenzenesulfonyl chloride, 2-phenylethanesulfonyl chloride, 2-  
 5 thiophenesulfonyl chloride, 5-chloro-2-thiophenesulfonyl chloride, 2,5-  
 dichloro-4-thiophenesulfonyl chloride, 2-thiazolesulfonyl chloride, 2-methyl-  
 4-thiazolesulfonyl chloride, 1-methyl-4-imidazolesulfonyl chloride, 1-methyl-  
 4-pyrazolesulfonyl chloride, 5-chloro-1,3-dimethyl-4-pyrazolesulfonyl  
 chloride, 3-pyridinesulfonyl chloride, 2-pyrimidinesulfonyl chloride and the  
 10 like. If desired, a sulfonyl fluoride, sulfonyl bromide or sulfonic acid  
 anhydride may be used in place of the sulfonyl chloride in the above reaction  
 to form the sulfonamide intermediate 5.

In another preferred embodiment, compounds of this invention may  
 15 be prepared by displacement of a leaving group as shown in Scheme 1:

Scheme 1



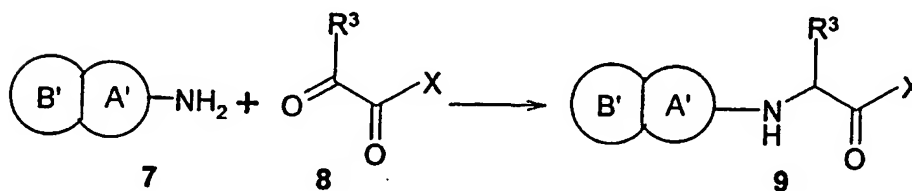
where R<sup>3</sup>, Q and X are as defined herein; A' is heteroaryl, substituted  
 heteroaryl, heterocyclic and substituted heterocyclic; B' is aryl, substituted  
 20 aryl, heteroaryl, substituted heteroaryl, cycloalkyl, substituted cycloalkyl,  
 cycloalkenyl, substituted cycloalkenyl, heterocyclic or substituted  
 heterocyclic; and L<sup>1</sup> is a leaving group, such as chloro, bromo, iodo,  
 sulfonate ester and the like.

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Typically, this reaction is conducted by combining approximately stoichiometric equivalents of 4 and 5 in a suitable inert diluent such as water, dimethylsulfoxide (DMSO) and the like, with an excess of a suitable base such as sodium bicarbonate, sodium hydroxide, etc. to scavenge the acid generated by the reaction. The reaction is preferably conducted at from about 25°C to about 100°C until reaction completion which typically occurs within 1 to about 24 hours. This reaction is further described in U.S. Patent No. 3,598,859, which is incorporated herein by reference in its entirety. Upon reaction completion, the product 6 is recovered by conventional methods including precipitation, chromatography, filtration and the like.

In still another alternative embodiment, compounds of this invention in which Q is NR<sup>4</sup> can be prepared by reductive amination of a suitable 2-oxocarboxylic acid ester, 8, such as a pyruvate ester, as shown in Scheme 2:

Scheme 2

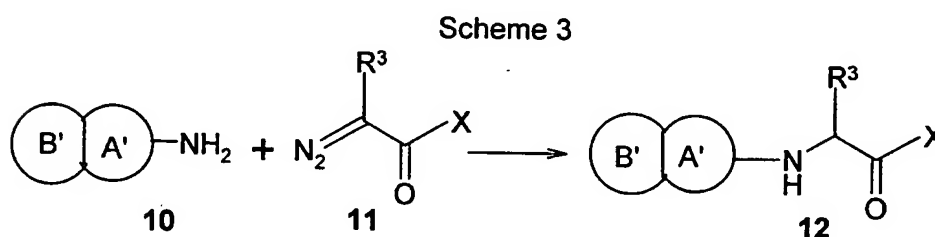


where A', B', R<sup>3</sup> and X are as defined herein.

Generally, this reaction is conducted by combining equimolar amounts of 7 and 8 in an inert diluent such as methanol, ethanol and the like under conditions which provide for imine formation (not shown). The imine formed is then reduced under conventional conditions by a suitable reducing agent such as sodium cyanoborohydride, H<sub>2</sub>/palladium on carbon and the like to form the product 9. In a particularly preferred embodiment, the reducing

agent is H<sub>2</sub>/palladium on carbon which is incorporated into the initial reaction medium thereby permitting imine reduction *in situ* in a one pot procedure to provide 9. The reaction is preferably conducted at from about 20°C to about 80°C at a pressure of from 1 to 10 atmospheres until reaction completion which typically occurs within 1 to about 24 hours. Upon reaction completion, the product 9 is recovered by conventional methods including chromatography, filtration and the like.

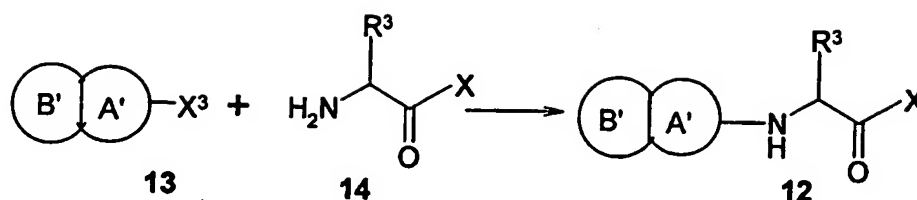
Alternatively, certain compounds of this invention can be prepared via a rhodium-catalyzed insertion reaction as shown in Scheme 3:



where A', B', R<sup>3</sup> and X (preferably alkoxy) are as defined herein. Typically, this reaction is conducted using rhodium acetate dimer, Rh<sub>2</sub>(OAc)<sub>4</sub>, in an inert diluent such as toluene at a temperature ranging from about 25°C to about 80°C for about 1 to 12 hours to afford 12. This reaction is described further in B. R. Henke et. al., *J. Med. Chem.* 1998, 41, 5020-5036 and references cited therein.

Similarly, certain compounds of this invention can be prepared by the copper-catalyzed coupling reaction shown in Scheme 4:

Scheme 4



where A', B', R<sup>3</sup> and X (preferably alkoxy) are as defined herein, and X<sup>3</sup> is halogen, such as chloro, bromo or iodo (preferably iodo). Typically, this reaction is conducted using copper iodide (CuI) and potassium carbonate in an inert diluent such as *N,N*-dimethyl acetamide (DMA) at a temperature ranging from about 60°C to about 120°C for about 12 to 36 hours to afford 12. This reaction is described further in D. Ma et. al., *J. Am. Chem. Soc.* 1998, 120, 12459-12467 and references cited therein.

For ease of synthesis, the compounds of formula I-VII are typically prepared as an ester, i.e., where X is an alkoxy or substituted alkoxy group and the like. If desired, the ester group can be hydrolysed using conventional conditions and reagents to provide the corresponding carboxylic acid. Typically, this reaction is conducted by treating the ester with at least one equivalent of an alkali metal hydroxide, such as lithium, sodium or potassium hydroxide, in an inert diluent, such as methanol or mixtures of methanol and water, at a temperature ranging about 0°C to about 24°C for about 1 to about 12 hours. Alternatively, benzyl esters may be removed by hydrogenolysis using a palladium catalyst, such as palladium on carbon, and *tert*-butyl esters can be removed using formic acid to afford the corresponding carboxylic acid.

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As will be apparent to those skilled in the art, other functional groups present on any of the substituents of the compounds of formula I-VII, in addition to the carbamate-type functionality, can be readily modified or derivatized either before or after the above-described synthetic reactions using well-known synthetic procedures. For example, a nitro group present on a substituent of a compound of formula I-VII or an intermediate thereof may be readily reduced by hydrogenation in the presence of a palladium catalyst, such as palladium on carbon, to provide the corresponding amino group. This reaction is typically conducted at a temperature of from about 20°C to about 50°C for about 6 to about 24 hours in an inert diluent, such as methanol. Compounds having a nitro group on the R<sup>3</sup> and/or R<sup>3'</sup> substituent can be prepared, for example, by using a 4-nitrophenylalanine derivative and the like in the above-described coupling reactions.

Similarly, a pyridyl group can be hydrogenated in the presence of a platinum catalyst, such as platinum oxide, in an acidic diluent to provide the corresponding piperidinyl analogue. Generally, this reaction is conducted by treating the pyridine compound with hydrogen at a pressure ranging from about 20 psi to about 60 psi, preferably about 40 psi, in the presence of the catalyst at a temperature of about 20°C to about 50°C for about 2 to about 24 hours in an acidic diluent, such as a mixture of methanol and aqueous hydrochloric acid.

Additionally, when the R<sup>3</sup> and/or R<sup>3'</sup> substituent of a compound of formula I-VII or an intermediate thereof contains a primary or secondary amino group, such amino groups can be further derivatized either before or after the above coupling reactions to provide (in addition to the carbamate-type functionality), by way of example, amides, sulfonamides, ureas, thioureas, carbamates, secondary or tertiary amines and the like. Compounds having a primary amino group on the R<sup>3</sup> and/or R<sup>3'</sup> substituent



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may be prepared, for example, by reduction of the corresponding nitro compound as described above.

By way of illustration, a compound of formula I-VII or an  
5 intermediate thereof having a substituent containing a primary or secondary amino group, such as where R<sup>3</sup> is a (4-aminophenyl)methyl group, can be readily *N*-acylated using conventional acylating reagents and conditions to provide the corresponding amide. This acylation reaction is typically  
10 conducted by treating the amino compound with at least one equivalent, preferably about 1.1 to about 1.2 equivalents, of a carboxylic acid in the presence of a coupling reagent such as a carbodiimide, BOP reagent (benzotriazol-1-yloxy-tris(dimethylamino)phosphonium  
hexafluorophosphate) and the like, in an inert diluent, such as  
15 dichloromethane, chloroform, acetonitrile, tetrahydrofuran, *N,N*-dimethylformamide and the like, at a temperature ranging from about 0°C to about 37°C for about 4 to about 24 hours. Preferably, a promoter, such as *N*-hydroxysuccinimide, 1-hydroxy-benzotriazole and the like, is used to facilitate the acylation reaction. Examples of carboxylic acids suitable for use in this reaction include, but are not limited to, *N*-*tert*-  
20 butyloxycarbonylglycine, *N*-*tert*-butyloxycarbonyl-L-phenylalanine, *N*-*tert*-butyloxycarbonyl-L-aspartic acid benzyl ester, benzoic acid, *N*-*tert*-butyloxycarbonylisonipecotic acid, *N*-methylisonipecotic acid, *N*-*tert*-butyloxycarbonylnipecotic acid, *N*-*tert*-butyloxycarbonyl-L-tetrahydroisoquinoline-3-carboxylic acid, *N*-(toluene-4-sulfonyl)-L-proline  
25 and the like.

Alternatively, a compound of formula I-VII or an intermediate thereof containing a primary or secondary amino group can be *N*-acylated using an acyl halide or a carboxylic acid anhydride to form the corresponding amide.  
30 This reaction is typically conducted by contacting the amino compound with

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at least one equivalent, preferably about 1.1 to about 1.2 equivalents, of the acyl halide or carboxylic acid anhydride in an inert diluent, such as dichloromethane, at a temperature ranging from about -70°C to about 40°C for about 1 to about 24 hours. If desired, an acylation catalyst such as 4-  
5 (N,N-dimethylamino)pyridine may be used to promote the acylation reaction. The acylation reaction is preferably conducted in the presence of a suitable base to scavenge the acid generated during the reaction. Suitable bases include, by way of example, tertiary amines, such as triethylamine, diisopropylethylamine, N-methylmorpholine and the like. Alternatively, the  
10 reaction can be conducted under Schotten-Baumann-type conditions using aqueous alkali, such as sodium hydroxide and the like.

Examples of acyl halides and carboxylic acid anhydrides suitable for use in this reaction include, but are not limited to, 2-methylpropionyl  
15 chloride, trimethylacetyl chloride, phenylacetyl chloride, benzoyl chloride, 2-bromobenzoyl chloride, 2-methylbenzoyl chloride, 2-trifluoro-methylbenzoyl chloride, isonicotinoyl chloride, nicotinoyl chloride, picolinoyl chloride, acetic anhydride, succinic anhydride, and the like. Carbamyl chlorides, such as N,N-dimethylcarbamyl chloride, N,N-diethylcarbamyl chloride and the  
20 like, can also be used in this reaction to provide ureas. Similarly, dicarbonates, such as di-*tert*-butyl dicarbonate, may be employed to provide carbamates.

In a similar manner, a compound of formula I-VII or an intermediate  
25 thereof containing a primary or secondary amino group may be N-sulfonated to form a sulfonamide using a sulfonyl halide or a sulfonic acid anhydride. Sulfonyl halides and sulfonic acid anhydrides suitable for use in this reaction include, but are not limited to, methanesulfonyl chloride, chloromethanesulfonyl chloride, *p*-toluenesulfonyl chloride,  
30 trifluoromethanesulfonic anhydride, and the like. Similarly, sulfamoyl

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chlorides, such as dimethylsulfamoyl chloride, can be used to provide sulfamides (e.g.,  $>N-SO_2-N<$ ).

5        Additionally, a primary and secondary amino group present on a  
substituent of a compound of formula I-VII or an intermediate thereof can be  
reacted with an isocyanate or a thioisocyanate to give a urea or thiourea,  
respectively. This reaction is typically conducted by contacting the amino  
compound with at least one equivalent, preferably about 1.1 to about 1.2  
equivalents, of the isocyanate or thioisocyanate in an inert diluent, such as  
10    toluene and the like, at a temperature ranging from about 24°C to about  
37°C for about 12 to about 24 hours. The isocyanates and thioisocyanates  
used in this reaction are commercially available or can be prepared from  
commercially available compounds using well-known synthetic procedures.  
For example, isocyanates and thioisocyanates are readily prepared by  
15    reacting the appropriate amine with phosgene or thiophosgene. Examples of  
isocyanates and thioisocyanates suitable for use in this reaction include, but  
are not limited to, ethyl isocyanate, *n*-propyl isocyanate, 4-cyanophenyl  
isocyanate, 3-methoxyphenyl isocyanate, 2-phenylethyl isocyanate, methyl  
thioisocyanate, ethyl thioisocyanate, 2-phenylethyl thioisocyanate, 3-  
20    phenylpropyl thioisocyanate, 3-(*N,N*-diethylamino)propyl thioisocyanate,  
phenyl thioisocyanate, benzyl thioisocyanate, 3-pyridyl thioisocyanate,  
fluorescein isothiocyanate (isomer I) and the like.

25        Furthermore, when a compound of formula I-VII or an intermediate  
thereof contains a primary or secondary amino group, the amino group can  
be reductively alkylated using aldehydes or ketones to form a secondary or  
tertiary amino group. This reaction is typically conducted by contacting the  
amino compound with at least one equivalent, preferably about 1.1 to about  
1.5 equivalents, of an aldehyde or ketone and at least one equivalent based on  
30    the amino compound of a metal hydride reducing agent, such as sodium

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cyanoborohydride, in an inert diluent, such as methanol, tetrahydrofuran, mixtures thereof and the like, at a temperature ranging from about 0°C to about 50°C for about 1 to about 72 hours. Aldehydes and ketones suitable for use in this reaction include, by way of example, benzaldehyde, 4-chlorobenzaldehyde, valeraldehyde and the like.

In a similar manner, when a compound of formula I-VII or an intermediate thereof has a substituent containing a hydroxyl group, the hydroxyl group can be further modified or derivatized either before or after the above coupling reactions to provide, by way of example, ethers, carbamates and the like. Compounds having a hydroxyl group on the R<sup>3</sup> substituent, for example, can be prepared using an amino acid derivative derived from tyrosine and the like in the above-described reactions.

By way of example, a compound of formula I-VII or an intermediate thereof having a substituent containing a hydroxyl group, such as where R<sup>3</sup> is a (4-hydroxyphenyl)methyl group, can be readily *O*-alkylated to form ethers. This *O*-alkylation reaction is typically conducted by contacting the hydroxy compound with a suitable alkali or alkaline earth metal base, such as potassium carbonate, in an inert diluent, such as acetone, 2-butanone and the like, to form the alkali or alkaline earth metal salt of the hydroxyl group. This salt is generally not isolated, but is reacted *in situ* with at least one equivalent of an alkyl or substituted alkyl halide or sulfonate, such as an alkyl chloride, bromide, iodide, mesylate or tosylate, to afford the ether. Generally, this reaction is conducted at a temperature ranging from about 60°C to about 150°C for about 24 to about 72 hours. Preferably, a catalytic amount of sodium or potassium iodide is added to the reaction mixture when an alkyl chloride or bromide is employed in the reaction.

Examples of alkyl or substituted alkyl halides and sulfonates suitable for use in this reaction include, but are not limited to, *tert*-butyl bromoacetate, *N-tert*-butyl chloroacetamide, 1-bromoethylbenzene, ethyl  $\alpha$ -bromophenylacetate, 2-(*N*-ethyl-*N*-phenylamino)ethyl chloride, 2-(*N*,*N*-ethylamino)ethyl chloride, 2-(*N*,*N*-diisopropylamino)ethyl chloride, 2-(*N*,*N*-dibenzylamino)ethyl chloride, 3-(*N*,*N*-ethylamino)propyl chloride, 3-(*N*-benzyl-*N*-methylamino)propyl chloride, *N*-(2-chloroethyl)morpholine, 2-(hexamethyleneimino)ethyl chloride, 3-(*N*-methylpiperazine)propyl chloride, 1-(3-chlorophenyl)-4-(3-chloropropyl)piperazine, 2-(4-hydroxy-4-phenylpiperidine)ethyl chloride, *N-tert*-butyloxycarbonyl-3-piperidinemethyl tosylate, and the like.

Alternatively, a hydroxyl group present on a substituent of a compound of formula I-VII or an intermediate thereof can be *O*-alkylating using the Mitsunobu reaction. In this reaction, an alcohol, such as 3-(*N*,*N*-dimethylamino)-1-propanol and the like, is reacted with about 1.0 to about 1.3 equivalents of triphenylphosphine and about 1.0 to about 1.3 equivalents of diethyl azodicarboxylate in an inert diluent, such as tetrahydrofuran, at a temperature ranging from about -10°C to about 5°C for about 0.25 to about 1 hour. About 1.0 to about 1.3 equivalents of a hydroxy compound, such as *N-tert*-butyltyrosine methyl ester, is then added and the reaction mixture is stirred at a temperature of about 0°C to about 30°C for about 2 to about 48 hours to provide the *O*-alkylated product.

In a similar manner, a compound of formula I-VII or an intermediate thereof containing an aryl hydroxy group can be reacted with an aryl iodide to provide a diaryl ether. Generally, this reaction is conducted by forming the alkali metal salt of the hydroxyl group using a suitable base, such as sodium hydride, in an inert diluent such as xylenes at a temperature of about

-25°C to about 10°C. The salt is then treated with about 1.1 to about 1.5 equivalents of cuprous bromide dimethyl sulfide complex at a temperature ranging from about 10°C to about 30°C for about 0.5 to about 2.0 hours, followed by about 1.1 to about 1.5 equivalents of an aryl iodide, such as sodium 2-iodobenzoate and the like. The reaction is then heated to about 70°C to about 150°C for about 2 to about 24 hours to provide the diaryl ether.

Additionally, a hydroxy-containing compound can also be readily derivatized to form a carbamate. In one method for preparing such carbamates, a hydroxy compound of formula I-VII or an intermediate thereof is contacted with about 1.0 to about 1.2 equivalents of 4-nitrophenyl chloroformate in an inert diluent, such as dichloromethane, at a temperature ranging from about -25°C to about 0°C for about 0.5 to about 2.0 hours. Treatment of the resulting carbonate with an excess, preferably about 2 to about 5 equivalents, of a trialkylamine, such as triethylamine, for about 0.5 to 2 hours, followed by about 1.0 to about 1.5 equivalents of a primary or secondary amine provides the carbamate. Examples of amines suitable for using in this reaction include, but are not limited to, piperazine, 1-methylpiperazine, 1-acetylpiperazine, morpholine, thiomorpholine, pyrrolidine, piperidine and the like.

Alternatively, in another method for preparing carbamates, a hydroxy-containing compound is contacted with about 1.0 to about 1.5 equivalents of a carbamyl chloride in an inert diluent, such as dichloromethane, at a temperature ranging from about 25°C to about 70°C for about 2 to about 72 hours. Typically, this reaction is conducted in the presence of a suitable base to scavenge the acid generated during the reaction. Suitable bases include, by way of example, tertiary amines, such as triethylamine, diisopropylethylamine, *N*-methylmorpholine and the like.

Additionally, at least one equivalent (based on the hydroxy compound) of 4-(*N,N*-dimethylamino)pyridine is preferably added to the reaction mixture to facilitate the reaction. Examples of carbamyl chlorides suitable for use in this reaction include, by way of example, dimethylcarbamyl chloride,  
5 diethylcarbamyl chloride and the like.

Likewise, when a compound of formula I-VII or an intermediate thereof contains a primary or secondary hydroxyl group, such hydroxyl groups can be readily converted into a leaving group and displaced to form,  
10 for example, amines, sulfides and fluorides. Generally, when a chiral compound is employed in these reactions, the stereochemistry at the carbon atom attached to the derivatized hydroxyl group is typically inverted.

These reactions are typically conducted by first converting the  
15 hydroxyl group into a leaving group, such as a tosylate, by treatment of the hydroxy compound with at least one equivalent of a sulfonyl halide, such as *p*-toluenesulfonyl chloride and the like, in pyridine. This reaction is generally conducted at a temperature of from about 0°C to about 70°C for about 1 to about 48 hours. The resulting tosylate can then be readily  
20 displaced with sodium azide, for example, by contacting the tosylate with at least one equivalent of sodium azide in an inert diluent, such as a mixture of *N,N*-dimethylformamide and water, at a temperature ranging from about 0°C to about 37°C for about 1 to about 12 hours to provide the corresponding azido compound. The azido group can then be reduced by, for example,  
25 hydrogenation using a palladium on carbon catalyst to provide the amino (-NH<sub>2</sub>) compound.

Similarly, a tosylate group can be readily displaced by a thiol to form a sulfide. This reaction is typically conducted by contacting the tosylate with  
30 at least one equivalent of a thiol, such as thiophenol, in the presence of a

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suitable base, such as 1,8-diazabicyclo[5.4.0]undec-7-ene (DBU), in an inert diluent, such as *N,N*-dimethylformamide, at a temperature of from about 0°C to about 37°C for about 1 to about 12 hours to provide the sulfide.

5 Additionally, treatment of a tosylate with morpholinosulfur trifluoride in an inert diluent, such as dichloromethane, at a temperature ranging from about 0°C to about 37°C for about 12 to about 24 hours affords the corresponding fluoro compound.

10 Furthermore, a compound of formula I-VII or an intermediate thereof having a substituent containing an iodoaryl group, for example, when R<sup>3</sup> is a (4-iodophenyl)methyl group, can be readily converted either before or after the above coupling reactions into a biaryl compound. Typically, this reaction is conducted by treating the iodoaryl compound with about 1.1 to about 2 equivalents of an arylzinc iodide, such as 2-(methoxycarbonyl)phenylzinc  
15 iodide, in the presence of a palladium catalyst, such as palladium tetra(triphenylphosphine), in an inert diluent, such as tetrahydrofuran, at a temperature ranging from about 24°C to about 30°C until reaction completion. This reaction is further described, for example, in Rieke, *J. Org. Chem.* 1991, 56, 1445. Additional methods for preparing biaryl  
20 derivatives are disclosed in International Publication Number WO 98/53817, published December 3, 1998, the disclosure of which is incorporated herein by reference in its entirety.

25 In some cases, the compounds of formula I-VII or intermediates thereof may contain substituents having one or more sulfur atoms. When present, such sulfur atoms can be oxidized either before or after the above coupling reactions to provide a sulfoxide or sulfone compound using conventional reagents and reaction conditions. Suitable reagents for oxidizing a sulfide compound to a sulfoxide include, by way of example,  
30 hydrogen peroxide, 3-chloroperoxybenzoic acid (MCPBA), sodium periodate



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and the like. The oxidation reaction is typically conducted by contacting the sulfide compound with about 0.95 to about 1.1 equivalents of the oxidizing reagent in an inert diluent, such as dichloromethane, at a temperature ranging from about -50°C to about 75°C for about 1 to about 24 hours. The  
5 resulting sulfoxide can then be further oxidized to the corresponding sulfone by contacting the sulfoxide with at least one additional equivalent of an oxidizing reagent, such as hydrogen peroxide, MCPBA, potassium permanganate and the like. Alternatively, the sulfone can be prepared directly by contacting the sulfide with at least two equivalents, and preferably  
10 an excess, of the oxidizing reagent. Such reactions are described further in March, "Advanced Organic Chemistry", 4th Ed., pp. 1201-1202, Wiley Publisher, 1992.

Other procedures and reaction conditions for preparing the  
15 compounds of this invention are described in the examples set forth below.

#### Pharmaceutical Formulations

When employed as pharmaceuticals, the compounds of this invention are usually administered in the form of pharmaceutical compositions. These  
20 compounds can be administered by a variety of routes including oral, rectal, transdermal, subcutaneous, intravenous, intramuscular, and intranasal. These compounds are effective as both injectable and oral compositions. Such compositions are prepared in a manner well known in the pharmaceutical art and comprise at least one active compound.

25 This invention also includes pharmaceutical compositions which contain, as the active ingredient, one or more of the compounds of formula I-VII above associated with pharmaceutically acceptable carriers. In making the compositions of this invention, the active ingredient is usually mixed with  
30 an excipient, diluted by an excipient or enclosed within such a carrier which

can be in the form of a capsule, sachet, paper or other container. When the excipient serves as a diluent, it can be a solid, semi-solid, or liquid material, which acts as a vehicle, carrier or medium for the active ingredient. Thus, the compositions can be in the form of tablets, pills, powders, lozenges, sachets, cachets, elixirs, suspensions, emulsions, solutions, syrups, aerosols (as a solid or in a liquid medium), ointments containing, for example, up to 10% by weight of the active compound, soft and hard gelatin capsules, suppositories, sterile injectable solutions, and sterile packaged powders.

10 In preparing a formulation, it may be necessary to mill the active compound to provide the appropriate particle size prior to combining with the other ingredients. If the active compound is substantially insoluble, it ordinarily is milled to a particle size of less than 200 mesh. If the active compound is substantially water soluble, the particle size is normally adjusted by milling to provide a substantially uniform distribution in the formulation, e.g. about 40 mesh.

Some examples of suitable excipients include lactose, dextrose, sucrose, sorbitol, mannitol, starches, gum acacia, calcium phosphate, alginates, tragacanth, gelatin, calcium silicate, microcrystalline cellulose, polyvinylpyrrolidone, cellulose; water, syrup, and methyl cellulose. The formulations can additionally include: lubricating agents such as talc, magnesium stearate, and mineral oil; wetting agents; emulsifying and suspending agents; preserving agents such as methyl- and propylhydroxybenzoates; sweetening agents; and flavoring agents. The compositions of the invention can be formulated so as to provide quick, sustained or delayed release of the active ingredient after administration to the patient by employing procedures known in the art.

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The compositions are preferably formulated in a unit dosage form, each dosage containing from about 5 to about 100 mg, more usually about 10 to about 30 mg, of the active ingredient. The term "unit dosage forms" refers to physically discrete units suitable as unitary dosages for human  
5 subjects and other mammals, each unit containing a predetermined quantity of active material calculated to produce the desired therapeutic effect, in association with a suitable pharmaceutical excipient.

The active compound is effective over a wide dosage range and is  
10 generally administered in a pharmaceutically effective amount. It, will be understood, however, that the amount of the compound actually administered will be determined by a physician, in the light of the relevant circumstances, including the condition to be treated, the chosen route of administration, the actual compound administered, the age, weight, and response of the  
15 individual patient, the severity of the patient's symptoms, and the like.

For preparing solid compositions such as tablets, the principal active ingredient is mixed with a pharmaceutical excipient to form a solid preformulation composition containing a homogeneous mixture of a  
20 compound of the present invention. When referring to these preformulation compositions as homogeneous, it is meant that the active ingredient is dispersed evenly throughout the composition so that the composition may be readily subdivided into equally effective unit dosage forms such as tablets, pills and capsules. This solid preformulation is then subdivided into unit  
25 dosage forms of the type described above containing from, for example, 0.1 to about 500 mg of the active ingredient of the present invention.

The tablets or pills of the present invention may be coated or otherwise compounded to provide a dosage form affording the advantage of  
30 prolonged action. For example, the tablet or pill can comprise an inner

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dosage and an outer dosage component, the latter being in the form of an envelope over the former. The two components can be separated by an enteric layer which serves to resist disintegration in the stomach and permit the inner component to pass intact into the duodenum or to be delayed in release. A variety of materials can be used for such enteric layers or coatings, such materials including a number of polymeric acids and mixtures of polymeric acids with such materials as shellac, cetyl alcohol, and cellulose acetate.

10           The liquid forms in which the novel compositions of the present invention may be incorporated for administration orally or by injection include aqueous solutions suitably flavored syrups, aqueous or oil suspensions, and flavored emulsions with edible oils such as cottonseed oil, sesame oil, coconut oil, or peanut oil, as well as elixirs and similar  
15           pharmaceutical vehicles.

          Compositions for inhalation or insufflation include solutions and suspensions in pharmaceutically acceptable, aqueous or organic solvents, or mixtures thereof, and powders. The liquid or solid compositions may  
20           contain suitable pharmaceutically acceptable excipients as described *supra*. Preferably the compositions are administered by the oral or nasal respiratory route for local or systemic effect. Compositions in preferably  
          pharmaceutically acceptable solvents may be nebulized by use of inert gases. Nebulized solutions may be breathed directly from the nebulizing device or  
25           the nebulizing device may be attached to a face masks tent, or intermittent positive pressure breathing machine. Solution, suspension, or powder compositions may be administered, preferably orally or nasally, from devices which deliver the formulation in an appropriate manner.

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The following formulation examples illustrate the pharmaceutical compositions of the present invention.

Formulation Example 1

5        Hard gelatin capsules containing the following ingredients are prepared:

	<u>Ingredient</u>	<u>Quantity</u> <u>(mg/capsule)</u>
10	Active Ingredient	30.0
	Starch	305.0
	Magnesium stearate	5.0

15        The above ingredients are mixed and filled into hard gelatin capsules in 340 mg quantities.

Formulation Example 2

A tablet formula is prepared using the ingredients below:

	<u>Ingredient</u>	<u>Quantity</u> <u>(mg/tablet)</u>
20	Active Ingredient	25.0
	Cellulose, microcrystalline	200.0
	Colloidal silicon dioxide	10.0
25	Stearic acid	5.0

The components are blended and compressed to form tablets, each weighing 240 mg.

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Formulation Example 3

A dry powder inhaler formulation is prepared containing the following components:

5	<u>Ingredient</u>	<u>Weight %</u>
	Active Ingredient	5
	Lactose	95

10        The active mixture is mixed with the lactose and the mixture is added to a dry powder inhaling appliance.

Formulation Example 4

15        Tablets, each containing 30 mg of active ingredient, are prepared as follows:

	<u>Ingredient</u>	<u>Quantity (mg/tablet)</u>
20	Active Ingredient	30.0 mg
	Starch	45.0 mg
	Microcrystalline cellulose	35.0 mg
	Polyvinylpyrrolidone (as 10% solution in water)	4.0 mg
	Sodium carboxymethyl starch	4.5 mg
25	Magnesium stearate	0.5 mg
	Talc	<u>1.0 mg</u>
	Total	120 mg

30        The active ingredient, starch and cellulose are passed through a No. 20 mesh U.S. sieve and mixed thoroughly. The solution of polyvinylpyrrolidone is mixed with the resultant powders, which are then passed through a 16 mesh U.S. sieve. The granules so produced are dried at 50° to 60°C and passed through a 16 mesh U.S. sieve. The sodium carboxymethyl starch, magnesium stearate, and talc, previously passed through a No. 30 mesh U.S. sieve, are then added to the granules which, after mixing, are compressed on a tablet machine to yield tablets each weighing 150 mg.

Formulation Example 5

Capsules, each containing 40 mg of medicament are made as follows:

5	<u>Ingredient</u>	<u>Quantity</u> <u>(mg/capsule)</u>
	Active Ingredient	40.0 mg
	Starch	109.0 mg
	Magnesium stearate	<u>1.0 mg</u>
10	Total	150.0 mg

The active ingredient, cellulose, starch, an magnesium stearate are blended, passed through a No. 20 mesh U.S. sieve, and filled into hard gelatin capsules in 150 mg quantities.

15

Formulation Example 6

Suppositories, each containing 25 mg of active ingredient are made as follows:

20

	<u>Ingredient</u>	<u>Amount</u>
	Active Ingredient	25 mg
25	Saturated fatty acid glycerides to	2,000 mg

25

The active ingredient is passed through a No. 60 mesh U.S. sieve and suspended in the saturated fatty acid glycerides previously melted using the minimum heat necessary. The mixture is then poured into a suppository mold of nominal 2.0 g capacity and allowed to cool.

30

Formulation Example 7

Suspensions, each containing 50 mg of medicament per 5.0 ml dose are made as follows:

35

	<u>Ingredient</u>	<u>Amount</u>
	Active Ingredient	50.0 mg
	Xanthan gum	4.0 mg
5	Sodium carboxymethyl cellulose (11%)	
	Microcrystalline cellulose (89%)	50.0 mg
	Sucrose	1.75 g
	Sodium benzoate	10.0 mg
	Flavor and Color	q.v.
10	Purified water to	5.0 ml

The medicament, sucrose and xanthan gum are blended, passed through a No. 10 mesh U.S. sieve, and then mixed with a previously made solution of the microcrystalline cellulose and sodium carboxymethyl cellulose in water. The sodium benzoate, flavor, and color are diluted with some of the water and added with stirring. Sufficient water is then added to produce the required volume.

20 Formulation Example 8

	<u>Ingredient</u>	<u>Quantity</u> <u>(mg/capsule)</u>
25	Active Ingredient	15.0 mg
	Starch	407.0 mg
	Magnesium stearate	<u>3.0 mg</u>
	Total	425.0 mg

30           The active ingredient, cellulose, starch, and magnesium stearate are blended, passed through a No. 20 mesh U.S. sieve, and filled into hard gelatin capsules in 560 mg quantities.

### Formulation Example 9

35 An intravenous formulation may be prepared as follows:



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	<u>Ingredient</u>	<u>Quantity</u>
5	Active Ingredient	250.0 mg
	Isotonic saline	1000 ml

Formulation Example 10

A topical formulation may be prepared as follows:

	<u>Ingredient</u>	<u>Quantity</u>
10	Active Ingredient	1-10 g
	Emulsifying Wax	30 g
	Liquid Paraffin	20 g
15	White Soft Paraffin	to 100 g

The white soft paraffin is heated until molten. The liquid paraffin and emulsifying wax are incorporated and stirred until dissolved. The active ingredient is added and stirring is continued until dispersed. The mixture is then cooled until solid.

Another preferred formulation employed in the methods of the present invention employs transdermal delivery devices ("patches"). Such transdermal patches may be used to provide continuous or discontinuous infusion of the compounds of the present invention in controlled amounts. The construction and use of transdermal patches for the delivery of pharmaceutical agents is well known in the art. See, e.g., U.S. Patent 5,023,252, issued June 11, 1991, herein incorporated by reference. Such patches may be constructed for continuous, pulsatile, or on demand delivery of pharmaceutical agents.

Direct or indirect placement techniques may be used when it is desirable or necessary to introduce the pharmaceutical composition to the brain.

Direct techniques usually involve placement of a drug delivery catheter into

the host's ventricular system to bypass the blood-brain barrier. One such implantable delivery system used for the transport of biological factors to specific anatomical regions of the body is described in U.S. Patent 5,011,472 which is herein incorporated by reference.

5

Indirect techniques, which are generally preferred, usually involve formulating the compositions to provide for drug latentiation by the conversion of hydrophilic drugs into lipid-soluble drugs. Latentiation is generally achieved through blocking of the hydroxy, carbonyl, sulfate, and primary amine groups present on the drug to render the drug more lipid soluble and amenable to transportation across the blood-brain barrier. Alternatively, the delivery of hydrophilic drugs may be enhanced by intra-arterial infusion of hypertonic solutions which can transiently open the blood-brain barrier.

15

#### Utility

The compounds of this invention can be employed to bind VLA-4 ( $\alpha_4\beta_1$  integrin) in biological samples and, accordingly have utility in, for example, assaying such samples for VLA-4. In such assays, the compounds can be bound to a solid support and the VLA-4 sample added thereto. The amount of VLA-4 in the sample can be determined by conventional methods such as use of a sandwich ELISA assay. Alternatively, labeled VLA-4 can be used in a competitive assay to measure for the presence of VLA-4 in the sample. Other suitable assays are well known in the art.

25

In addition, certain of the compounds of this invention inhibit, *in vivo*, adhesion of leukocytes to endothelial cells mediated by VLA-4 and, accordingly, can be used in the treatment of diseases mediated by VLA-4. Such diseases include inflammatory diseases in mammalian patients

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such as asthma, Alzheimer's disease, atherosclerosis, AIDS dementia, diabetes (including acute juvenile onset diabetes), inflammatory bowel disease (including ulcerative colitis and Crohn's disease), multiple sclerosis, rheumatoid arthritis, tissue transplantation, tumor metastasis, meningitis, encephalitis, stroke, and other cerebral traumas, nephritis, retinitis, atopic dermatitis, psoriasis, myocardial ischemia and acute leukocyte-mediated lung injury such as that which occurs in adult respiratory distress syndrome.

The biological activity of the compounds identified above may be assayed in a variety of systems. For example, a compound can be immobilized on a solid surface and adhesion of cells expressing VLA-4 can be measured. Using such formats, large numbers of compounds can be screened. Cells suitable for this assay include any leukocytes known to express VLA-4 such as T cells, B cells, monocytes, eosinophils, and basophils. A number of leukocyte cell lines can also be used, examples include Jurkat and U937.

The test compounds can also be tested for the ability to competitively inhibit binding between VLA-4 and VCAM-1, or between VLA-4 and a labeled compound known to bind VLA-4 such as a compound of this invention or antibodies to VLA-4. In these assays, the VCAM-1 can be immobilized on a solid surface. VCAM-1 may also be expressed as a recombinant fusion protein having an Ig tail (e.g., IgG) so that binding to VLA-4 may be detected in an immunoassay. Alternatively, VCAM-1 expressing cells, such as activated endothelial cells or VCAM-1 transfected fibroblasts can be used. For assays to measure the ability to block adhesion to brain endothelial cells, the assays described in International Patent Application Publication No. WO 91/05038 are particularly preferred. This application is incorporated herein by reference in its entirety.

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Many assay formats employ labelled assay components. The labelling systems can be in a variety of forms. The label may be coupled directly or indirectly to the desired component of the assay according to methods well known in the art. A wide variety of labels may be used. The component  
5 may be labelled by any one of several methods. The most common method of detection is the use of autoradiography with  $^3\text{H}$ ,  $^{125}\text{I}$ ,  $^{35}\text{S}$ ,  $^{14}\text{C}$ , or  $^{32}\text{P}$  labelled compounds or the like. Non-radioactive labels include ligands which bind to labelled antibodies, fluorophores, chemiluminescent agents, enzymes and antibodies which can serve as specific binding pair members for a  
10 labelled ligand. The choice of label depends on sensitivity required, ease of conjugation with the compound, stability requirements, and available instrumentation.

Appropriate *in vivo* models for demonstrating efficacy in treating  
15 inflammatory responses include EAE (experimental autoimmune encephalomyelitis) in mice, rats, guinea pigs or primates, as well as other inflammatory models dependent upon  $\alpha 4$  integrins.

Compounds having the desired biological activity may be modified as  
20 necessary to provide desired properties such as improved pharmacological properties (e.g., *in vivo* stability, bio-availability), or the ability to be detected in diagnostic applications. For instance, inclusion of one or more D-amino acids in the sulfonamides of this invention typically increases *in vivo* stability. Stability can be assayed in a variety of ways such as by  
25 measuring the half-life of the proteins during incubation with peptidases or human plasma or serum. A number of such protein stability assays have been described (see, e.g., Verhoef et al., Eur. J. Drug Metab. Pharmacokinet., 1990, 15(2):83-93).

For diagnostic purposes, a wide variety of labels may be linked to the compounds, which may provide, directly or indirectly, a detectable signal. Thus, the compounds of the subject invention may be modified in a variety of ways for a variety of end purposes while still retaining biological activity. In  
5 addition, various reactive sites may be introduced at the terminus for linking to particles, solid substrates, macromolecules, or the like.

Labeled compounds can be used in a variety of *in vivo* or *in vitro* applications. A wide variety of labels may be employed, such as  
10 radionuclides (e.g., gamma-emitting radioisotopes such as technetium-99 or indium-111), fluorescers (e.g., fluorescein), enzymes, enzyme substrates, enzyme cofactors, enzyme inhibitors, chemiluminescent compounds, bioluminescent compounds, and the like. Those of ordinary skill in the art will know of other suitable labels for binding to the complexes, or will be  
15 able to ascertain such using routine experimentation. The binding of these labels is achieved using standard techniques common to those of ordinary skill in the art.

*In vitro* uses include diagnostic applications such as monitoring  
20 inflammatory responses by detecting the presence of leukocytes expressing VLA-4. The compounds of this invention can also be used for isolating or labeling such cells. In addition, as mentioned above, the compounds of the invention can be used to assay for potential inhibitors of VLA-4/VCAM-1 interactions.

25  
For *in vivo* diagnostic imaging to identify, e.g., sites of inflammation, radioisotopes are typically used in accordance with well known techniques. The radioisotopes may be bound to the peptide either directly or indirectly using intermediate functional groups. For instance, chelating agents such as  
30 diethylenetriaminepentaacetic acid (DTPA) and ethylenediaminetetraacetic acid

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(EDTA) and similar molecules have been used to bind proteins to metallic ion radioisotopes.

5       The complexes can also be labeled with a paramagnetic isotope for purposes of *in vivo* diagnosis, as in magnetic resonance imaging (MRI) or electron spin resonance (ESR), both of which are well known. In general, any conventional method for visualizing diagnostic imaging can be used. Usually gamma- and positron-emitting radioisotopes are used for camera imaging and paramagnetic isotopes are used for MRI. Thus, the compounds  
10       can be used to monitor the course of amelioration of an inflammatory response in an individual. By measuring the increase or decrease in lymphocytes expressing VLA-4 it is possible to determine whether a particular therapeutic regimen aimed at ameliorating the disease is effective.

15       The pharmaceutical compositions of the present invention can be used to block or inhibit cellular adhesion associated with a number of diseases and disorders. For instance, a number of inflammatory disorders are associated with integrins or leukocytes. Treatable disorders include, e.g., transplantation rejection (e.g., allograft rejection), Alzheimer's disease,  
20       atherosclerosis, AIDS dementia, diabetes (including acute juvenile onset diabetes), retinitis, cancer metastases, rheumatoid arthritis, acute leukocyte-mediated lung injury (e.g., adult respiratory distress syndrome), asthma, nephritis, and acute and chronic inflammation, including atopic dermatitis, psoriasis, myocardial ischemia, and inflammatory bowel disease  
25       (including Crohn's disease and ulcerative colitis). In preferred embodiments the pharmaceutical compositions are used to treat inflammatory brain disorders, such as multiple sclerosis (MS), viral meningitis and encephalitis.

30       Inflammatory bowel disease is a collective term for two similar diseases referred to as Crohn's disease and ulcerative colitis. Crohn's disease is an

idiopathic, chronic ulceroinflammatory disease characterized by sharply delimited and typically transmural involvement of all layers of the bowel wall by a granulomatous inflammatory reaction. Any segment of the gastrointestinal tract, from the mouth to the anus, may be involved, although  
5 the disease most commonly affects the terminal ileum and/or colon.

Ulcerative colitis is an inflammatory response limited largely to the colonic mucosa and submucosa. Lymphocytes and macrophages are numerous in lesions of inflammatory bowel disease and may contribute to inflammatory  
10 injury.

Asthma is a disease characterized by increased responsiveness of the tracheobronchial tree to various stimuli potentiating paroxysmal constriction of the bronchial airways. The stimuli cause release of various mediators of inflammation from IgE-coated mast cells including histamine, eosinophilic  
15 and neutrophilic chemotactic factors, leukotrienes, prostaglandin and platelet activating factor. Release of these factors recruits basophils, eosinophils and neutrophils, which cause inflammatory injury.

Atherosclerosis is a disease of arteries (e.g., coronary, carotid, aorta and  
20 iliac). The basic lesion, the atheroma, consists of a raised focal plaque within the intima, having a core of lipid and a covering fibrous cap. Atheromas compromise arterial blood flow and weaken affected arteries. Myocardial and cerebral infarcts are a major consequence of this disease. Macrophages and leukocytes are recruited to atheromas and contribute to  
25 inflammatory injury.

Rheumatoid arthritis is a chronic, relapsing inflammatory disease that primarily causes impairment and destruction of joints. Rheumatoid arthritis usually first affects the small joints of the hands and feet but then may  
30 involve the wrists, elbows, ankles and knees. The arthritis results from

interaction of synovial cells with leukocytes that infiltrate from the circulation into the synovial lining of the joints. See *e.g.*, Paul, *Immunology* (3d ed., Raven Press, 1993).

- 5           Another indication for the compounds of this invention is in treatment of organ or graft rejection mediated by VLA-4. Over recent years there has been a considerable improvement in the efficiency of surgical techniques for transplanting tissues and organs such as skin, kidney, liver, heart, lung, pancreas and bone marrow. Perhaps the principal outstanding problem is the
- 10       lack of satisfactory agents for inducing immunotolerance in the recipient to the transplanted allograft or organ. When allogeneic cells or organs are transplanted into a host (i.e., the donor and donee are different individuals from the same species), the host immune system is likely to mount an
- 15       immune response to foreign antigens in the transplant (host-versus-graft disease) leading to destruction of the transplanted tissue. CD8<sup>+</sup> cells, CD4 cells and monocytes are all involved in the rejection of transplant tissues. Compounds of this invention which bind to alpha-4 integrin are useful, *inter alia*, to block alloantigen-induced immune responses in the donee thereby preventing such cells from participating in the destruction of the transplanted
- 20       tissue or organ. See, *e.g.*, Paul et al., *Transplant International* 9, 420-425 (1996); Georczynski et al., *Immunology* 87, 573-580 (1996); Georczynski et al., *Transplant. Immunol.* 3, 55-61 (1995); Yang et al., *Transplantation* 60, 71-76 (1995); Anderson et al., *APMIS* 102, 23-27 (1994).
- 25           A related use for compounds of this invention which bind to VLA-4 is in modulating the immune response involved in "graft versus host" disease (GVHD). See *e.g.*, Schlegel et al., *J. Immunol.* 155, 3856-3865 (1995). GVHD is a potentially fatal disease that occurs when immunologically competent cells are transferred to an allogeneic recipient. In this situation,
- 30       the donor's immunocompetent cells may attack tissues in the recipient.



Tissues of the skin, gut epithelia and liver are frequent targets and may be destroyed during the course of GVHD. The disease presents an especially severe problem when immune tissue is being transplanted, such as in bone marrow transplantation; but less severe GVHD has also been reported in  
5 other cases as well, including heart and liver transplants. The therapeutic agents of the present invention are used, *inter alia*, to block activation of the donor T-cells thereby interfering with their ability to lyse target cells in the host.

10 A further use of the compounds of this invention is inhibiting tumor metastasis. Several tumor cells have been reported to express VLA-4 and compounds which bind VLA-4 block adhesion of such cells to endothelial cells. Steinback et al., *Urol. Res.* 23, 175-83 (1995); Orosz et al., *Int. J. Cancer* 60, 867-71 (1995); Freedman et al., *Leuk. Lymphoma* 13, 47-52  
15 (1994); Okahara et al., *Cancer Res.* 54, 3233-6 (1994).

A further use of the compounds of this invention is in treating multiple sclerosis. Multiple sclerosis is a progressive neurological autoimmune disease that affects an estimated 250,000 to 350,000 people in the United  
20 States. Multiple sclerosis is thought to be the result of a specific autoimmune reaction in which certain leukocytes attack and initiate the destruction of myelin, the insulating sheath covering nerve fibers. In an animal model for multiple sclerosis, murine monoclonal antibodies directed against VLA-4 have been shown to block the adhesion of leukocytes to the endothelium, and  
25 thus prevent inflammation of the central nervous system and subsequent paralysis in the animals<sup>16</sup>.

Pharmaceutical compositions of the invention are suitable for use in a variety of drug delivery systems. Suitable formulations for use in the present

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invention are found in *Remington's Pharmaceutical Sciences*, Mace Publishing Company, Philadelphia, PA, 17th ed. (1985).

5 In order to enhance serum half-life, the compounds may be encapsulated, introduced into the lumen of liposomes, prepared as a colloid, or other conventional techniques may be employed which provide an extended serum half-life of the compounds. A variety of methods are available for preparing liposomes, as described in, e.g., Szoka, et al., U.S. Patent Nos. 4,235,871, 4,501,728 and 4,837,028 each of which is  
10 incorporated herein by reference.

The amount administered to the patient will vary depending upon what is being administered, the purpose of the administration, such as prophylaxis or therapy, the state of the patient, the manner of administration, and the like.  
15 In therapeutic applications, compositions are administered to a patient already suffering from a disease in an amount sufficient to cure or at least partially arrest the symptoms of the disease and its complications. An amount adequate to accomplish this is defined as "therapeutically effective dose." Amounts effective for this use will depend on the disease condition being  
20 treated as well as by the judgment of the attending clinician depending upon factors such as the severity of the inflammation, the age, weight and general condition of the patient, and the like.

The compositions administered to a patient are in the form of  
25 pharmaceutical compositions described above. These compositions may be sterilized by conventional sterilization techniques, or may be sterile filtered. The resulting aqueous solutions may be packaged for use as is, or lyophilized, the lyophilized preparation being combined with a sterile aqueous carrier prior to administration. The pH of the compound  
30 preparations typically will be between 3 and 11, more preferably from 5 to 9

and most preferably from 7 to 8. It will be understood that use of certain of the foregoing excipients, carriers, or stabilizers will result in the formation of pharmaceutical salts.

5       The therapeutic dosage of the compounds of the present invention will vary according to, for example, the particular use for which the treatment is made, the manner of administration of the compound, the health and condition of the patient, and the judgment of the prescribing physician. For example, for intravenous administration, the dose will typically be in the  
10       range of about 20  $\mu\text{g}$  to about 500  $\mu\text{g}$  per kilogram body weight, preferably about 100  $\mu\text{g}$  to about 300  $\mu\text{g}$  per kilogram body weight. Suitable dosage ranges for intranasal administration are generally about 0.1  $\mu\text{g}$  to 1  $\mu\text{g}$  per kilogram body weight. Effective doses can be extrapolated from  
15       dose-response curves derived from *in vitro* or animal model test systems.

15       Compounds of this invention are also capable of binding or antagonizing the actions of  $\alpha_6\beta_1$ ,  $\alpha_9\beta_1$ ,  $\alpha_4\beta_7$ ,  $\alpha_d\beta_2$ ,  $\alpha_c\beta_7$  integrins (although  $\alpha_4\beta_1$  and  $\alpha_9\beta_1$  are preferred in this invention). Accordingly, compounds of this invention are also useful for preventing or reversing the symptoms, disorders or  
20       diseases induced by the binding of these integrins to their respective ligands.

For example, International Publication Number WO 98/53817, published December 3, 1998 (the disclosure of which is incorporated herein by reference in its entirety) and references cited therein describe disorders  
25       mediated by  $\alpha_4\beta_7$ . This reference also describes an assay for determining antagonism of  $\alpha_4\beta_7$  dependent binding to VCAM-Ig fusion protein.

Additionally, compounds that bind  $\alpha_d\beta_2$  and  $\alpha_c\beta_7$  integrins are particularly useful for the treatment of asthma and related lung diseases.  
30       See, for example, M. H. Grayson et al., *J. Exp. Med.* 1998, 188(11) 2187-

2191. Compounds that bind  $\alpha_c\beta_7$  integrin are also useful for the treatment of systemic lupus erythematosus (see, for example, M. Pang et al., *Arthritis Rheum.* 1998, 41(8), 1456-1463); Crohn's disease, ulcerative colitis and inflammatory bowel disease (IBD) (see, for example, D. Elewaut et al.,  
5 *Scand J. Gastroenterol* 1998, 33(7) 743-748); Sjogren's syndrome (see, for example, U. Kroneld et al., *Scand J. Gastroenterol* 1998, 27(3), 215-218); and rheumatoid arthritis (see, for example, *Scand J. Gastroenterol* 1996, 44(3), 293-298). And compounds that bind  $\alpha_6\beta_1$  may be useful in preventing fertilization (see, for example, H. Chen et al., *Chem. Biol.* 1999, 6, 1-10).

10

The following synthetic and biological examples are offered to illustrate this invention and are not to be construed in any way as limiting the scope of this invention. Unless otherwise stated, all temperatures are in degrees Celsius.

15

### EXAMPLES

In the examples below, the following abbreviations have the following meanings. If an abbreviation is not defined, it has its generally accepted meaning.

20

	aq or aq.	=	aqueous
	AcOH	=	acetic acid
	bd	=	broad doublet
	bm	=	broad multiplet
25	bs	=	broad singlet
	Bn	=	benzyl
	Boc	=	<i>N-tert</i> -butoxycarbonyl
	Boc <sub>2</sub> O	=	di- <i>tert</i> -butyl dicarbonate
30	BOP	=	benzotriazol-1-yloxy-tris(dimethylamino)phosphonium hexafluorophosphate
	Cbz	=	carbobenzyloxy
	CHCl <sub>3</sub>	=	chloroform
	CH <sub>2</sub> Cl <sub>2</sub>	=	dichloromethane
35	(COCl) <sub>2</sub>	=	oxalyl chloride

	d	=	doublet
	dd	=	doublet of doublets
	dt	=	doublet of triplets
5	DBU	=	1,8-diazabicyclo[5.4.0]undec-7-ene
	DCC	=	1,3-dicyclohexylcarbodiimide
	DMAP	=	4- <i>N,N</i> -dimethylaminopyridine
	DME	=	ethylene glycol dimethyl ether
	DMF	=	<i>N,N</i> -dimethylformamide
10	DMSO	=	dimethylsulfoxide
	EDC	=	1-(3-dimethylaminopropyl)-3-ethylcarbodiimide hydrochloride
	Et <sub>3</sub> N	=	triethylamine
	Et <sub>2</sub> O	=	diethyl ether
	EtOAc	=	ethyl acetate
15	EtOH	=	ethanol
	eq or eq.	=	equivalent
	Fmoc	=	<i>N</i> -(9-fluorenylmethoxycarbonyl)
	FmocONSu	=	<i>N</i> -(9-fluorenylmethoxycarbonyl)-succinimide
20	g	=	grams
	h	=	hour
	H <sub>2</sub> O	=	water
	HBr	=	hydrobromic acid
	HCl	=	hydrochloric acid
25	HOBT	=	1-hydroxybenzotriazole hydrate
	hr	=	hour
	K <sub>2</sub> CO <sub>3</sub>	=	potassium carbonate
	L	=	liter
	m	=	multiplet
30	MeOH	=	methanol
	mg	=	milligram
	MgSO <sub>4</sub>	=	magnesium sulfate
	mL	=	milliliter
	mm	=	millimeter
35	mM	=	millimolar
	mmol	=	millimol
	mp	=	melting point
	N	=	normal
	NaCl	=	sodium chloride
40	Na <sub>2</sub> CO <sub>3</sub>	=	sodium carbonate
	NaHCO <sub>3</sub>	=	sodium bicarbonate
	NaOEt	=	sodium ethoxide
	NaOH	=	sodium hydroxide
	NH <sub>4</sub> Cl	=	ammonium chloride
45	NMM	=	<i>N</i> -methylmorpholine

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	Phe	=	L-phenylalanine
	Pro	=	L-proline
	psi	=	pounds per square inch
	PtO <sub>2</sub>	=	platinum oxide
5	q	=	quartet
	quint.	=	quintet
	rt	=	room temperature
	s	=	singlet
	sat	=	saturated
10	t	=	triplet
	t-BuOH	=	<i>tert</i> -butanol
	TFA	=	trifluoroacetic acid
	THF	=	tetrahydrofuran
	TLC or tlc	=	thin layer chromatography
15	Ts	=	tosyl
	TsCl	=	tosyl chloride
	TsOH	=	tosylate
	μL	=	microliter

20

The following Methods may be used to prepare the compounds of this invention.

#### Method A

25

##### Methyl Ester Preparation Procedure

Amino acid methyl esters can be prepared using the method of Brenner and Huber *Helv. Chim. Acta* 1953, 36, 1109.

#### Method B

30

##### BOP Coupling Procedure

The desired dipeptide ester was prepared by the reaction of a carboxylic acid (1 equivalent) with the appropriate amino acid ester or amino acid ester hydrochloride (1 equivalent), benzotriazol-1-yloxy-tris(dimethylamino)phosphonium hexafluorophosphate [BOP] (2.0  
35 equivalent), triethylamine (1.1 equivalent), and DMF. The reaction mixture was stirred at room temperature overnight. The crude product is purified flash chromatography to afford the dipeptide ester.

## Method C

Hydrogenation Procedure I

Hydrogenation was performed using 10% palladium on carbon (10% by weight) in methanol at 30 psi overnight. The mixture was filtered through a pad of Celite and the filtrate concentrated to yield the desired compound.

## Method D

Hydrolysis Procedure I

To a chilled (0°C) THF/H<sub>2</sub>O solution (2:1, 5 - 10 mL) of the appropriate ester was added LiOH (or NaOH) (0.95 equivalents). The temperature was maintained at 0°C and the reaction was complete in 1-3 hours. The reaction mixture was extracted with ethyl acetate and the aqueous phase was lyophilized resulting in the desired carboxylate salt.

## Method E

Ester Hydrolysis Procedure II

To a chilled (0°C) THF/H<sub>2</sub>O solution (2:1, 5 - 10 mL) of the appropriate ester was added LiOH (1.1 equivalents). The temperature was maintained at 0°C and the reaction was complete in 1-3 hours. The reaction mixture was concentrated and the residue was taken up into H<sub>2</sub>O and the pH adjusted to 2-3 with aqueous HCl. The product was extracted with ethyl acetate and the combined organic phase was washed with brine, dried over MgSO<sub>4</sub>, filtered and concentrated to yield the desired acid.

## Method F

Ester Hydrolysis Procedure III

The appropriate ester was dissolved in dioxane/H<sub>2</sub>O (1:1) and 0.9 equivalents of 0.5 N NaOH was added. The reaction was stirred for 3-16 hours and then concentrated. The resulting residue was dissolved in H<sub>2</sub>O and

extracted with ethyl acetate. The aqueous phase was lyophilized to yield the desired carboxylate sodium salt.

#### Method G

5

##### BOC Removal Procedure

Anhydrous hydrochloride (HCl) gas was bubbled through a methanolic solution of the appropriate Boc-amino acid ester at 0°C for 15 minutes and the reaction mixture was stirred for three hours. The solution was concentrated to a syrup and dissolved in Et<sub>2</sub>O and reconcentrated. This procedure was repeated and the resulting solid was placed under high vacuum overnight.

#### Method H

##### *tert*-Butyl Ester Hydrolysis Procedure I

15

The *tert*-butyl ester was dissolved in CH<sub>2</sub>Cl<sub>2</sub> and treated with TFA. The reaction was complete in 1-3 hr at which time the reaction mixture was concentrated and the residue dissolved in H<sub>2</sub>O and lyophilized to yield the desired acid.

20

#### Method I

##### EDC Coupling Procedure I

To a CH<sub>2</sub>Cl<sub>2</sub> solution (5-20 mL) of a carboxylic acid (1 equivalent), the appropriate amino acid ester hydrochloride (1 equivalent), N-methylmorpholine (1.1-2.2 equivalents) and 1-hydroxybenzotriazole (2 equivalents) were mixed, placed in an ice bath and 1-(3-dimethylaminopropyl)-3-ethyl carbodiimide (1.1 equivalents) added. The reaction was allowed to rise to room temperature and stirred overnight. The reaction mixture was poured into H<sub>2</sub>O and the organic phase was washed with sat. NaHCO<sub>3</sub>, brine, dried (MgSO<sub>4</sub> or Na<sub>2</sub>SO<sub>4</sub>), filtered and concentrated. The crude product was purified by column chromatography.



## Method J

EDC Coupling Procedure II

To a DMF solution (5-20 mL) of a carboxylic acid (1 equivalent), the appropriated amino acid ester hydrochloride (1 equivalent), Et<sub>3</sub>N (1.1  
5 equivalents) and 1-hydroxybenzotriazole (2 equivalents) were mixed, placed in an ice bath and 1-(3-dimethylaminopropyl)-3-ethyl carbodiimide (1.1 equivalents) added. The reaction was allowed to rise to room temperature and stirred overnight. The reaction mixture was partitioned between EtOAc and H<sub>2</sub>O and the organic phase washed with 0.2 N citric acid, H<sub>2</sub>O, sat.  
10 NaHCO<sub>3</sub>, brine, dried (MgSO<sub>4</sub> or Na<sub>2</sub>SO<sub>4</sub>), filtered and concentrated. The crude product was purified by column chromatography or preparative TLC.

## Method K

tert-Butyl Ester Hydrolysis Procedure II

15 The *tert*-butyl ester was dissolved in CH<sub>2</sub>Cl<sub>2</sub> (5 mL) and treated with TFA (5 mL). The reaction was complete in 1-3 hours at which time the reaction mixture was concentrated and the residue dissolved in H<sub>2</sub>O and concentrated. The residue was redissolved in H<sub>2</sub>O and lyophilized to yield the desired product.

20

## Method L

Carbamate Formation Procedure I

Into a reaction vial were combined 15.2 mmol, 1.0 eq. of the starting hydroxy compound (typically a tyrosine derivative) and 1.86 g (15.2 mmol,  
25 1.0 eq) DMAP. Methylene chloride (50 mL), triethylamine (2.12 mL, 1.54 g, 15.2 mmol, 1.0 eq), and dimethylcarbonyl chloride (1.68 mL, 1.96 g, 18.2 mmol, 1.2 eq) were then added. The vial was capped tightly, and the reaction solution swirled to obtain a homogeneous solution. The reaction solution was then heated to 40°C. After 48 h, TLC of the resulting colorless  
30 solution indicated complete conversion. The work-up of the reaction solution

was as follows: 50 mL EtOAc and 50 mL hexanes was added to the reaction mixture, and the resulting mixture was washed with 0.5 M citric acid (3 x 50 mL), water (2 x 50 mL), 10% K<sub>2</sub>CO<sub>3</sub> (2 x 50 mL), and sat. NaCl (1 x 50 mL); dried with MgSO<sub>4</sub>, filtered and evaporated to afford the desired compound.

#### Method M

##### Carbamate Formation Procedure II

Into a reaction vial were combined 84.34 mmol (1.0 eq) of the starting hydroxy compound (typically a tyrosine derivative) and 17.0 g (84.34 mmol, 1.0 eq) 4-nitrophenyl chloroformate. Methylene chloride (700 mL) was added and the vial was capped with a septum. A nitrogen line was attached and the vial was immersed in a 4:1 water/ethanol dry ice slurry with stirring to cool to -15°C. Triethylamine (29.38 mL, 21.33 g, 210.81 mmol, 2.5 eq) was added over five minutes with stirring and the stirring was continued at -10 to -15°C for 1 h. *N*-Methyl piperazine (9.35 mL, 8.45 g, 84.34 mmol, 1.0 eq) was added over three minutes with stirring and stirring was continued overnight while warming to room temperature. The reaction mixture was diluted with 700 mL hexanes and the resulting mixture was washed repeatedly with 10% K<sub>2</sub>CO<sub>3</sub>, until no yellow color (from 4-nitrophenol) is observed in the aqueous layer. The mixture was then washed with sat. NaCl, dried over anhydrous MgSO<sub>4</sub>, filtered and evaporated. The residue was dissolved in 500 mL of ethanol and evaporated to remove triethylamine. The residue was again dissolved in 500 mL of ethanol and evaporated to remove triethylamine. The residue was then dissolved in 400 mL of ethanol and 600 mL of water was added with stirring to precipitate a solid or oil. If an oil is formed, the oil is stirred vigorously to induce it to solidify. The solid is then isolated by filtration. Dissolution, precipitation, and filtration are repeated once and the resulting solid is rinsed with water to remove traces of yellow

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color. The solid is then subjected to high vacuum until the mass remains constant thereby affording the desired carbamyloxy compound.

#### Example 1

5

#### Synthesis of N-[1-(Ethoxycarbonylmethyl)benzimidazol-2-yl]-L-4-(N,N-dimethylcarbamyloxy)phenylalanine *tert*-Butyl Ester

2-Chlorobenzimidazole was treated with potassium carbonate and ethyl chloroacetate to yield 1-(ethoxycarbonylmethyl)-2-chlorobenzimidazole. This compound (1 eq.) was combined with L-4-(N,N-dimethylcarbamyloxy)-phenylalanine *tert*-butyl ester (1.1 eq., prepared as described in Method L) and 2 drops of acetonitrile in a sealed tube and the reaction was heated for two days at 120°C and the resultant mixture purified by column chromatography (1:3 ethyl acetate/hexanes) to yield the title compound.

15

NMR data was as follows:

<sup>1</sup>H NMR (CDCl<sub>3</sub>): δ=7.51 (d, 1H), 7.15 (m, 3H), 7.07 (m, 1H), 6.97 (m, 1H), 5.26 (m, 1H), 4.98 (m, 1H), 4.60 (m, 2H), 4.22 (q, 2H), 3.32 (m, 2H), 3.07 (s, 3H), 2.99 (s, 3H), 1.43 (s, 9H), 1.26 (t, 3H).

20

<sup>13</sup>C NMR (CDCl<sub>3</sub>): δ=171.4, 167.8, 153, 150.51, 134.57, 133.4, 130.64, 121.84, 121.49, 120.14, 116.94, 107.15, 82.47, 62.19, 56.54, 44.21, 36.94, 36.57, 36.33, 27.9, 13.88.

#### Example 2

25

#### Synthesis of N-[1-(Ethoxycarbonylmethyl)benzimidazol-2-yl]-L-4-(N,N-dimethylcarbamyloxy)phenylalanine

The title compound was prepared from the product of Example 1 using the procedure described in Method H.

30

NMR data was as follows:

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<sup>1</sup>H NMR (CD<sub>3</sub>OD): δ=7.3 (m, 4H), 7.1-6.9 (m, 4H), 4.2 (m, 2H), 3.1 (m, 4H), 2.95 (m, 4H).

5

**Example 3****Synthesis of  
N-(Benzoxazol-2-yl)-L-4-(N,N-dimethylcarbamoyloxy)phenylalanine *tert*-Butyl Ester**

10

2-Chlorobenzoxazole, L-4-(N,N-dimethylcarbamoyloxy)phenylalanine *tert*-butyl ester (prepared as described in Method L), and Hunig's base (diisopropylethylamine) were mixed in a reaction vessel and stirred under reflux for 18 h. The organic layer was washed several times with water and brine, dried over MgSO<sub>4</sub> to yield the title compound.

15

NMR data as follows:

<sup>1</sup>H NMR (CDCl<sub>3</sub>): δ=7.4 (d, 1H), 7.19 (m, 3H), 7.07 (m, 3H), 5.54 (bs, 1H), 4.75 (bs, 1H), 3.33 (ddd, 2H), 3.18 (s, 3H), 3.07 (s, 3H), 1.47 (s, 9H).

20

<sup>13</sup>C NMR (CDCl<sub>3</sub>): δ=170.26, 160.84, 150.71, 1148.72, 142.80, 132.61, 130.45, 123.95, 121.71, 121.19, 116.67, 108.91, 82.86, 56.7, 37.04, 36.55, 36.3, 27.82

**Example 4**

25

**Synthesis of  
N-(Benzoxazol-2-yl)-L-4-(N,N-dimethylcarbamoyloxy)phenylalanine**

The title compound was prepared from the product of Example 3 using the procedure described in Method H.

30

NMR data was as follows:

<sup>1</sup>H NMR (CD<sub>3</sub>OD): δ=7.22 (m, 4H), 7.14 (m, 2H), 6.92 (m, 2H), 4.57 (m, 1H), 3.28 (m, 2H), 2.95 (s, 3H), 2.84 (s, 3H).

$^{13}\text{C}$  NMR ( $\text{CD}_3\text{OD}$ ):  $\delta$ =156.96, 151.88, 149.74, 143.33, 135.83, 131.40, 125.24, 122.92, 122.46, 116.76, 109.96, 37.94, 36.77, 36.61

#### Example 5

5

#### Synthesis of *N*-(Benzothiazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-Butyl Ester

The title compound was prepared following the procedures described for the preparation of Example 3, substituting 2-chlorobenzothiazole for 2-chlorobenzoxazole.

#### Example 6

15

#### Synthesis of *N*-(Benzothiazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine

The title compound was prepared from the product of Example 5 using the procedure described in Method H.

NMR data as follows:

20

$^1\text{H}$  NMR ( $\text{CDCl}_3$ ):  $\delta$ =7.57 (m, 1H), 7.4 (m, 1H), 7.29 (m, 3H), 7.02 (m, 3H), 4.94 (m, 1H), 3.32 (m, 1H), 3.13 (m, 1H), 3.07 (s, 3H), 2.95 (s, 3H)

#### Example 7

25

#### Synthesis of *N*-(2-Cyclohexylquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-Butyl Ester

Step A - Preparation of 2-(Cyclohexylcarbonylamino)benzamide

30

Anthranilamide was treated with cyclohexanecarbonyl chloride and triethylamine in dichloromethane, followed by washing (10% citric acid; water; sat. sodium bicarbonate; and sat. sodium chloride) and evaporated to give a

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nearly quantitative yield of 2-(cyclohexylcarbonylamino)benzamide as a white solid, which was used immediately in the next step.

Step B - Preparation of 2-Cyclohexyl-4-hydroxyquinazoline

5        2-(Cyclohexylcarbonylamino)benzamide was stirred for 16 h in a mixture of excess 1M NaOH and EtOH, and the resulting solution was treated with HCl to pH = 7 causing the formation of a precipitate. The precipitate was collected by filtration, washed (with water and hexane), and dried under vacuum to give a nearly quantitative yield of 2-cyclohexyl-4-hydroxyquinazoline as a white  
10        solid, which was used immediately in the next step.

Step C - Preparation of 2-Cyclohexyl-4-chloroquinazoline

2-Cyclohexyl-4-hydroxyquinazoline was treated with phosphorus oxychloride and *N,N*-dimethylaniline according to the procedure described in  
15        S. Lee et al., *J. Med. Chem.* 1995, 38(18), 3457, to give a nearly quantitative yield of 2-cyclohexyl-4-chloroquinazoline as a yellow solid, which was used immediately in the next step.

Step D - Preparation of *N*-(2-Cyclohexylquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamoyloxy)phenylalanine *tert*-Butyl Ester

20        To a solution of 2-cyclohexyl-4-chloroquinazoline (0.42 g, 1.7 mmol) in a mixture of 3 mL dichloromethane and 3 mL of methanol were added 4-methylmorpholine (0.29 mL, 0.26 g, 2.6 mmol) and L-4-(*N,N*-dimethylcarbamoyloxy)phenylalanine *tert*-butyl ester (0.62 g, 2.0 mmol). The  
25        mixture was stirred and heated to 40°C for 16 h, and then the volatiles were evaporated. The residue was purified by flash chromatography using EtOAc/hexanes on silica gel to give the title compound (0.40 g, 0.77 mmol, 45%) as a clear oil.

## Example 8

Synthesis of  
*N*-(2-Cyclohexylquinazol-4-yl)-L-4-(*N,N*-  
dimethylcarbamyloxy)phenylalanine

5

*N*-(2-Cyclohexylquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)-  
phenylalanine *tert*-butyl ester (0.10 g, 0.19 mmol) was dissolved in 3 mL of  
96% formic acid and then the mixture was heated to 40°C for 16 h, at which  
time TLC indicated conversion of the starting material. Most of the formic  
acid was evaporated under a stream of nitrogen and then the residue was  
placed under high vacuum for 48 h to give the title compound (0.97 g, 0.19  
mmol, 100%) as a clear oil.

10

## Example 9

15

Synthesis of  
*N*-[2-(Piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-  
dimethylcarbamyloxy)phenylalanine *tert*-Butyl Ester

Step A - Preparation of 2,4-Dichloroquinazoline

20

Benzoyleneurea was treated with phosphorus oxychloride and *N,N*-  
dimethylaniline according to the procedure described in R. Ife et al., *J. Med.*  
*Chem.* 1995, 38(14), 2763, to give a nearly quantitative yield of 2,4-  
dichloroquinazoline as an off-white solid, which was used immediately in the  
next step.

25

Step B - Preparation of *N*-(2-Chloroquinazol-4-yl)-L-4-(*N,N*-  
dimethylcarbamyloxy)phenylalanine *tert*-Butyl Ester

To a solution of 2,4-dichloroquinazoline (2.55 g, 13 mmol) in 30 mL of  
DMF were added L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl  
ester (4.32 g, 14 mmol) and diisopropylethylamine (3.3 mL, 2.48 g, 19 mmol)  
and the resulting solution was stirred for 2 h, at which time TLC indicated  
conversion of the starting material. The volatiles was evaporated and the

30

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residue was dissolved in 200 mL of EtOAc. The resulting solution was washed (pH = 4.5 buffer; sat. sodium bicarbonate; sat. sodium chloride), dried (MgSO<sub>4</sub>), filtered and evaporated to give *N*-(2-chloroquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester (3.2 g, 7.1 mmol, 54%)  
5 as a yellow oil, which was used immediately in the next step.

Step C - Preparation of *N*-[2-(Piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-Butyl Ester

10 To a solution of *N*-(2-chloroquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester (0.35 g, 0.75 mmol) in 2 mL of ethanol was added piperidine (0.22 mL, 0.19 g, 2.25 mmol) and the resulting solution was heated to 110°C in a sealed tube for 20 h, at which time TLC indicated conversion of the starting material. The volatiles was  
15 evaporated and the residue was dissolved in 6 mL of EtOAc. The resulting solution was washed (pH = 4.5 buffer; sat. sodium bicarbonate; sat. sodium chloride), dried (MgSO<sub>4</sub>), filtered and evaporated to give a residue which was purified by flash chromatography on silica gel using EtOAc/hexanes to give the title compound (0.30 g, 0.57 mmol, 76%) as a clear oil.

20

Example 10

Synthesis of  
*N*-[2-(Piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine

25

*N*-[2-(Piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-dimethylcarbamyloxy)-phenylalanine *tert*-butyl ester (0.12 g, 0.23 mmol) was dissolved in 3 mL of 96% formic acid and then the mixture was heated to 40°C for 16 h, at which time TLC indicated conversion of the starting material. Most of the formic  
30 acid was evaporated under a stream of nitrogen and then the residue was placed under high vacuum for 48 h to give the title compound (0.117 g, 0.23 mmol, 100%) as a clear oil.



## Example A

***In vitro* Assay For Determining Binding of  
Candidate Compounds to VLA-4**

5       An *in vitro* assay was used to assess binding of candidate compounds to  $\alpha_4\beta_1$  integrin. Compounds which bind in this assay can be used to assess VCAM-1 levels in biological samples by conventional assays (e.g., competitive assays). This assay is sensitive to  $IC_{50}$  values as low as about 1nM.

10

      The activity of  $\alpha_4\beta_1$  integrin was measured by the interaction of soluble VCAM-1 with Jurkat cells (e.g., American Type Culture Collection Nos. TIB 152, TIB 153, and CRL 8163), a human T-cell line which expresses high levels of  $\alpha_4\beta_1$  integrin. VCAM-1 interacts with the cell surface in an  
15        $\alpha_4\beta_1$  integrin-dependent fashion (Yednock, et al. J. Biol. Chem., 1995, 270:28740).

      Recombinant soluble VCAM-1 was expressed as a chimeric fusion protein containing the seven extracellular domains of VCAM-1 on the N-  
20       terminus and the human IgG<sub>1</sub> heavy chain constant region on the C-terminus. The VCAM-1 fusion protein was made and purified by the manner described by Yednock, *supra*.

      Jurkat cells were grown in RPMI 1640 supplemented with 10% fetal  
25       bovine serum, penicillin, streptomycin and glutamine as described by Yednock, *supra*.

      Jurkat cells were incubated with 1.5 mM  $MnCl_2$  and 5  $\mu g/mL$  15/7  
antibody for 30 minutes on ice.  $Mn^{+2}$  activates the receptor to enhance  
30       ligand binding, and 15/7 is a monoclonal antibody that recognizes an activated/ligand occupied conformation of  $\alpha_4\beta_1$  integrin and locks the

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molecule into this conformation thereby stabilizing the VCAM-1/ $\alpha_4\beta_1$  integrin interaction. Yednock, et al., *supra*. Antibodies similar to the 15/7 antibody have been prepared by other investigators (Luque, et al, 1996, J. Biol. Chem. 271:11067) and may be used in this assay.

5

Cells were then incubated for 30 minutes at room temperature with candidate compounds, in various concentrations ranging from 66  $\mu$ M to 0.01  $\mu$ M using a standard 5-point serial dilution. 15  $\mu$ L soluble recombinant VCAM-1 fusion protein was then added to Jurkat cells and incubated for 30 minutes on ice. (Yednock et al., *supra*).

10

Cells were then washed two times and resuspended in PE-conjugated goat F(ab')<sub>2</sub> anti-mouse IgG Fc (Immunotech, Westbrook, ME) at 1:200 and incubated on ice, in the dark, for 30 minutes. Cells were washed twice and analyzed with a standard fluorescence activated cell sorter ("FACS") analysis as described in Yednock, et al., *supra*.

15

Compounds having an IC<sub>50</sub> of less than about 15  $\mu$ M possess binding affinity to  $\alpha_4\beta_1$ .

20

When tested in this assay, each of the compound prepared in the above examples has or is expected to have an IC<sub>50</sub> of 15  $\mu$ M or less (or is expected to be active *in vivo*).

25

#### Example B

##### *In vitro* Saturation Assay For Determining Binding of Candidate Compounds to $\alpha_4\beta_1$

The following describes an *in vitro* assay to determine the plasma levels needed for a compound to be active in the Experimental Autoimmune

30

Encephalomyelitis ("EAE") model, described in the next example, or in other *in vivo* models.

5 Log-growth Jurkat cells are washed and resuspended in normal animal plasma containing 20  $\mu\text{g/ml}$  of the 15/7 antibody (described in the above example).

10 The Jurkat cells are diluted two-fold into either normal plasma samples containing known candidate compound amounts in various concentrations ranging from 66  $\mu\text{M}$  to 0.01  $\mu\text{M}$ , using a standard 12 point serial dilution for a standard curve, or into plasma samples obtained from the peripheral blood of candidate compound-treated animals.

15 Cells are then incubated for 30 minutes at room temperature, washed twice with phosphate-buffered saline ("PBS") containing 2% fetal bovine serum and 1mM each of calcium chloride and magnesium chloride (assay medium) to remove unbound 15/7 antibody.

20 The cells are then exposed to phycoerythrin-conjugated goat F(ab')<sub>2</sub> anti-mouse IgG Fc (Immunotech, Westbrook, ME), which has been adsorbed for any non-specific cross-reactivity by co-incubation with 5% serum from the animal species being studied, at 1:200 and incubated in the dark at 4°C for 30 minutes.

25 Cells are washed twice with assay medium and resuspended in the same. They are then analyzed with a standard fluorescence activated cell sorter ("FACS") analysis as described in Yednock et al. J. Biol. Chem., 1995, 270:28740.

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The data is then graphed as fluorescence versus dose, e.g., in a normal dose-response fashion. The dose levels that result in the upper plateau of the curve represent the levels needed to obtain efficacy in an *in vivo* model.

5        This assay may also be used to determine the plasma levels needed to saturate the binding sites of other integrins, such as the  $\alpha_9\beta_1$  integrin, which is the integrin most closely related  $\alpha_4\beta_1$  (Palmer et al, 1993, J. Cell Bio., 123:1289). Such binding is predictive of *in vivo* utility for inflammatory conditions mediated by  $\alpha_9\beta_1$  integrin, including by way of example, airway  
10    hyper-responsiveness and occlusion that occurs with chronic asthma, smooth muscle cell proliferation in atherosclerosis, vascular occlusion following angioplasty, fibrosis and glomerular scarring as a result of renal disease, aortic stenosis, hypertrophy of synovial membranes in rheumatoid arthritis, and inflammation and scarring that occur with the progression of ulcerative  
15    colitis and Crohn's disease.

Accordingly, the above-described assay may be performed with a human colon carcinoma cell line, SW 480 (ATTC #CCL228) transfected with cDNA encoding  $\alpha_9$  integrin (Yokosaki et al., 1994, J. Biol. Chem., 269:26691), in  
20    place of the Jurkat cells, to measure the binding of the  $\alpha_9\beta_1$  integrin. As a control, SW 480 cells which express other  $\alpha$  and  $\beta_1$  subunits may be used.

Accordingly, another aspect of this invention is directed to a method for treating a disease in a mammalian patient, which disease is mediated by  $\alpha_9\beta_1$ ,  
25    and which method comprises administering to said patient a therapeutically effective amount of a compound of this invention. Such compounds are preferably administered in a pharmaceutical composition described herein above. Effective daily dosing will depend upon the age, weight, condition of the patient which factors can be readily ascertained by the attending clinician.

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However, in a preferred embodiment, the compounds are administered from about 20 to 500  $\mu\text{g/kg}$  per day.

### Example C

5

#### *In vivo* Evaluation

The standard multiple sclerosis model, Experimental Autoimmune (or Allergic) Encephalomyelitis ("EAE"), was used to determine the effect of candidate compounds to reduce motor impairment in rats or guinea pigs.

10 Reduction in motor impairment is based on blocking adhesion between leukocytes and the endothelium and correlates with anti-inflammatory activity in the candidate compound. This model has been previously described by Keszthelyi et al., Neurology, 1996, 47:1053-1059, and measures the delay of onset of disease.

15

Brains and spinal cords of adult Hartley guinea pigs were homogenized in an equal volume of phosphate-buffered saline. An equal volume of Freund's complete adjuvant (100 mg *mycobacterium tuberculosis* plus 10 ml Freund's incomplete adjuvant) was added to the homogenate. The mixture  
20 was emulsified by circulating it repeatedly through a 20 ml syringe with a peristaltic pump for about 20 minutes.

Female Lewis rats (2-3 months old, 170-220 g) or Hartley guinea pigs (20 day old, 180-200 g) were anesthetized with isoflurane and three  
25 injections of the emulsion, 0.1 ml each, were made in each flank. Motor impairment onset is seen in approximately 9 days.

Candidate compound treatment began on Day 8, just before onset of symptoms. Compounds were administered subcutaneously ("SC"), orally  
30 ("PO") or intraperitoneally ("IP"). Doses were given in a range of 10mg/kg

to 200 mg/kg, bid, for five days, with typical dosing of 10 to 100 mg/kg SC, 10 to 50 mg/kg PO, and 10 to 100 mg/kg IP.

Antibody GG5/3 against  $\alpha_4\beta_1$  integrin (Keszthelyi et al., Neurology, 1996, 47:1053-1059), which delays the onset of symptoms, was used as a positive control and was injected subcutaneously at 3 mg/kg on Day 8 and 11.

Body weight and motor impairment were measured daily. Motor impairment was rated with the following clinical score:

	0	no change
	1	tail weakness or paralysis
	2	hindlimb weakness
15	3	hindlimb paralysis
	4	moribund or dead

A candidate compound was considered active if it delayed the onset of symptoms, e.g., produced clinical scores no greater than 2 or slowed body weight loss as compared to the control.

#### Example D

##### Asthma Model

25

Inflammatory conditions mediated by  $\alpha_4\beta_1$  integrin include, for example, airway hyper-responsiveness and occlusion that occurs with chronic asthma. The following describes an asthma model which can be used to study the *in vivo* effects of the compounds of this invention for use in treating asthma.

30

Following the procedures described by Abraham et al, J. Clin. Invest, 93:776-787 (1994) and Abraham et al, Am J. Respir Crit Care Med, 156:696-703 (1997), both of which are incorporated by reference in their

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entirety. Compounds of this invention are formulated into an aerosol and administered to sheep which are hypersensitive to *Ascaris suum* antigen. Compounds which decrease the early antigen-induced bronchial response and/or block the late-phase airway response, e.g., have a protective effect  
5 against antigen-induced late responses and airway hyper-responsiveness ("AHR"), are considered to be active in this model.

Allergic sheep which are shown to develop both early and late bronchial responses to inhaled *Ascaris suum* antigen are used to study the airway  
10 effects of the candidate compounds. Following topical anesthesia of the nasal passages with 2% lidocaine, a balloon catheter is advanced through one nostril into the lower esophagus. The animals are then intubated with a cuffed endotracheal tube through the other nostril with a flexible fiberoptic bronchoscope as a guide.

15  
Pleural pressure is estimated according to Abraham (1994). Aerosols (see formulation below) are generated using a disposable medical nebulizer that provides an aerosol with a mass median aerodynamic diameter of 3.2  $\mu\text{m}$  as determined with an Andersen cascade impactor. The nebulizer is  
20 connected to a dosimeter system consisting of a solenoid valve and a source of compressed air (20 psi). The output of the nebulizer is directed into a plastic T-piece, one end of which is connected to the inspiratory port of a piston respirator. The solenoid valve is activated for 1 second at the beginning of the inspiratory cycle of the respirator. Aerosols are delivered at  
25  $V_T$  of 500 ml and a rate of 20 breaths/minute. A 0.5% sodium bicarbonate solution only is used as a control.

To assess bronchial responsiveness, cumulative concentration-response curves to carbachol can be generated according to Abraham (1994).  
30 Bronchial biopsies can be taken prior to and following the initiation of

treatment and 24 hours after antigen challenge. Bronchial biopsies can be preformed according to Abraham (1994).

5 An *in vitro* adhesion study of alveolar macrophages can also be performed according to Abraham (1994), and a percentage of adherent cells is calculated.

#### Aerosol Formulation

10 A solution of the candidate compound in 0.5% sodium bicarbonate/saline (w/v) at a concentration of 30.0 mg/mL is prepared using the following procedure:

#### A. Preparation of 0.5% Sodium Bicarbonate / Saline Stock Solution:

15 100.0 mL

Ingredient	Gram / 100.0 mL	Final Concentration
Sodium Bicarbonate	0.5 g	0.5%
Saline	q.s. ad 100.0 mL	q.s. ad 100%

20 Procedure:

1. Add 0.5g sodium bicarbonate into a 100 mL volumetric flask.
2. Add approximately 90.0 mL saline and sonicate until dissolved.
3. Q.S. to 100.0 mL with saline and mix thoroughly.

25 B. Preparation of 30.0 mg/mL Candidate Compound: 10.0 mL

Ingredient	Gram / 10.0 mL	Final Concentration
Candidate Compound	0.300 g	30.0 mg/mL



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0.5% Sodium Bicarbonate / Saline Stock Solution	q.s. ad 10.0 mL	q.s ad 100%
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## 5        Procedure:

1.        Add 0.300 g of the candidate compound into a 10.0 mL volumetric flask.
2.        Add approximately 9.7 mL of 0.5% sodium bicarbonate / saline stock solution.
- 10        3.        Sonicate until the candidate compound is completely dissolved.
4.        Q.S. to 10.0 mL with 0.5% sodium bicarbonate / saline stock solution and mix thoroughly.

Using a conventional oral formulation, compounds of this invention  
15        would be active in this model.

Example E  
Allograft Model

20        Allograft rejection, associated with infiltration of inflammatory cells, is the leading obstacle to long-term allograft survival. Cell surface adhesion molecules facilitate alloantigen recognition *in vitro* and may be critical for lymphocyte traffic *in vivo*. The following describes a model which can be used to study the *in vivo* effects of the compounds of this invention in the  
25        control of allograft rejection.

The following procedures are described in Coito et al., *Transplantation* (1998) 65(6):699-706 and in Korom et al., *Transplantation* (1998) 65(6):854-859, both of which are incorporated by reference in their entirety.

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Following the procedures described in Coito and Korom, male adult rats weighing approximately 200 - 250 g are used in this model. Lewis rats are used as the recipients of cardiac allografts from Lewis X Brown Norway rats. Hearts are transplanted into the abdominal great vessels using standard  
5 microvascular techniques.

A candidate compound is administered to the transplant recipient in a suitable pharmaceutical carrier for a 7-day course of treatment starting the day of the engraftment. Doses range from 0.3 to 30 mg/kg/day. Control  
10 recipients receive the pharmaceutical carrier only.

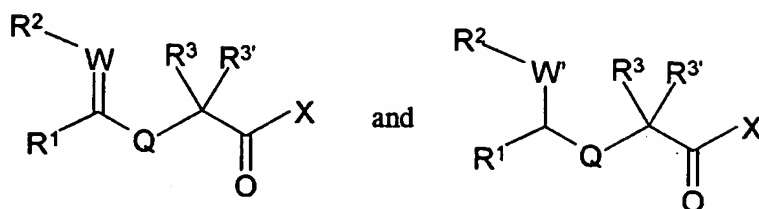
The rats are euthanized and their cardiac allografts are analyzed as described in Coito and Korom.

15 Using conventional formulations, compounds of this invention would be active in this model.

## WHAT IS CLAIMED IS:

1. A compound of formula Ia and Ib:

5



10

Ia

Ib

wherein, in formula Ia, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and W to which they are bound respectively, are joined to form a fused ring heteroaryl or a fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

in formula Ib, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and W' to which they are bound respectively, are joined to form a fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

and further wherein said fused ring heteroaryl or fused ring heterocyclic group of formula Ia or Ib is optionally substituted, on any ring atom capable of substitution, with 1-3 substituents selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl,

carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl,  
 carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic,  
 carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl,  
 guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl,  
 5 substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl,  
 substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic,  
 heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic,  
 cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted  
 heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy,  
 10 oxycarbonylamino, oxythiocarbonylamino,  $-\text{OS}(\text{O})_2\text{-alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-}$   
 substituted alkyl,  $-\text{OS}(\text{O})_2\text{-aryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{OS}(\text{O})_2\text{-}$   
 heteroaryl,  $-\text{OS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{OS}(\text{O})_2\text{-}$   
 substituted heterocyclic,  $-\text{OSO}_2\text{-NRR}$  where each R is independently  
 hydrogen or alkyl,  $-\text{NRS}(\text{O})_2\text{-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-}$   
 15 aryl,  $-\text{NRS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted}$   
 heteroaryl,  $-\text{NRS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heterocyclic}$  where R is hydrogen or alkyl,  $-\text{N}[\text{S}(\text{O})_2\text{-R'}]_2$  and  $-\text{N}[\text{S}(\text{O})_2\text{-NR'}]_2$  where each R' is independently selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups

blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;

R<sup>3</sup> is selected from the group consisting of:

(a) -(CH<sub>2</sub>)<sub>x</sub>-Ar-R<sup>35</sup> where R<sup>35</sup> is selected from the group consisting of -O-Z-NR<sup>36</sup>R<sup>36'</sup> and -O-Z-R<sup>37</sup> wherein R<sup>36</sup> and R<sup>36'</sup> are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, and where R<sup>36</sup> and R<sup>36'</sup> are joined to form a heterocycle or a substituted heterocycle, R<sup>37</sup> is selected from the group consisting of heterocycle and substituted heterocycle, and Z is selected from the group consisting of -C(O)- and -SO<sub>2</sub>-,

Ar is aryl, heteroaryl, substituted aryl or substituted heteroaryl, x is an integer of from 1 to 4; and

(b) Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>1-10</sub>alkyl-, Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub>alkenyl- and Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub>alkynyl-, wherein Ar<sup>1</sup> and Ar<sup>2</sup> are independently aryl or heteroaryl each of which is optionally substituted with one to four substituents independently selected from R<sup>b</sup>; alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents independently selected from R<sup>a</sup>;

R<sup>3'</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl, aryl C<sub>1-10</sub>alkyl, heteroaryl, and heteroaryl C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from R<sup>a</sup>, and aryl and heteroaryl are optionally substituted with one to four substituents independently selected from R<sup>b</sup>;

Q is selected from the group consisting of -O-, -S-, -S(O)-, -S(O)<sub>2</sub>, and -NR<sup>4</sup>-;

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$R^4$  is selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic or, optionally,  $R^4$  and  $R^1$  or  $R^4$  and  $R^2$ , together with the atoms to which they are bound, are joined to form a heteroaryl, a substituted heteroaryl, a heterocyclic or a substituted heterocyclic group;

$W$  is selected from the group consisting of nitrogen and carbon; and

$W'$  is selected from the group consisting of nitrogen, carbon, oxygen, sulfur,  $S(O)$ , and  $S(O)_2$ ;

$X$  is selected from the group consisting of hydroxyl, alkoxy, substituted alkoxy, alkenoxy, substituted alkenoxy, cycloalkoxy, substituted cycloalkoxy, cycloalkenoxo, substituted cycloalkenoxo, aryloxy, substituted aryloxy, heteroaryloxy, substituted heteroaryloxy, heterocycloxy, substituted heterocycloxy and  $-NR''R''$  where each  $R''$  is independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkenyl, substituted alkenyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic;

$R^a$  is selected from the group consisting of Cy,  $-OR^d$ ,  $-NO_2$ , halogen  $-S(O)_mR^d$ ,  $-SR^d$ ,  $-S(O)_2OR^d$ ,  $-S(O)_mNR^dR^c$ ,  $-NR^dR^c$ ,  $-O(CR^dR^c)_nNR^dR^c$ ,  $-C(O)R^d$ ,  $-CO_2R^d$ ,  $-CO_2(CR^dR^c)_nCONR^dR^c$ ,  $-OC(O)R^d$ ,  $-CN$ ,  $-C(O)NR^dR^c$ ,  $-NR^dC(O)R^c$ ,  $-OC(O)NR^dR^c$ ,  $-NR^dC(O)OR^c$ ,  $-NR^dC(O)NR^dR^c$ ,  $-CR^d(N-OR^c)$ ,  $CF_3$ , and  $-OCF_3$ ; wherein Cy is optionally substituted with one to four substituents independently selected from  $R^c$ ;

$R^b$  is selected from the group consisting of  $R^a$ ,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, aryl  $C_{1-10}$  alkyl, heteroaryl,  $C_{1-10}$  alkyl, wherein alkyl, alkenyl, aryl, heteroaryl are optionally substituted with a group independently selected from  $R^c$ ;

$R^c$  is selected from the group consisting of halogen, amino, carboxy,

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C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, aryl C<sub>1-4</sub> alkyl, hydroxy, CF<sub>3</sub>, and aryloxy;

R<sup>d</sup> and R<sup>e</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, Cy and Cy-C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to four substituents independently selected from R<sup>e</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>f</sup> and R<sup>g</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, Cy and Cy-C<sub>1-10</sub> alkyl; or R<sup>f</sup> and R<sup>g</sup> together with the carbon to which they are attached form a ring of 5 to 7 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

Cy is cycloalkyl, heterocyclyl, aryl, or heteroaryl;

*m* is an integer from 1 to 2;

*n* is an integer from 1 to 10;

and pharmaceutically acceptable salts thereof.

2. The compound according to Claim 1 wherein R<sup>3</sup> is -(CH<sub>2</sub>)<sub>x</sub>-Ar-R<sup>35</sup>.

3. The compound according to Claim 2 wherein Ar is phenyl and *x* is 1.

4. The compound according to Claim 3 wherein Q is -NR<sup>4</sup>- where R<sup>4</sup> is hydrogen and X is -OH.

5. The compound according to Claim 1 wherein R<sup>3'</sup> is hydrogen and R<sup>3</sup> is selected from the group consisting of:

3-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,

4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,

4-[(CH<sub>3</sub>)<sub>2</sub>NS(O)<sub>2</sub>O-]benzyl,

- 4-[(piperidin-1'-yl)C(O)O-]benzyl,  
4-[(piperidin-4'-yl)C(O)O-]benzyl,  
4-[(1'-methylpiperidin-4'-yl)C(O)O-]benzyl,  
4-[(4'-hydroxypiperidin-1'-yl)C(O)O-]benzyl,  
5 4-[(4'-formyloxypiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-ethoxycarbonylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-carboxypiperidin-1'-yl)C(O)O-]benzyl,  
4-[(3'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,  
10 4-[(4'-phenyl-1'-Boc-piperidin-4'-yl)-C(O)O-]benzyl,  
4-[(4'-piperidon-1'-yl ethylene ketal)C(O)O-]benzyl,  
4-[(piperazin-4'-yl)-C(O)O-]benzyl,  
4-[(1'-Boc-piperazin-4'-yl)-C(O)O-]benzyl,  
4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
15 4-[(4'-methylhomopiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(2-hydroxyethyl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-phenylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(4-trifluoromethylpyridin-2-yl)piperazin-1'-  
20 yl)C(O)O-]benzyl,  
4-[(4'-(pyrimidin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-acetylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyridin-4-ylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
25 4-[(4'-(phenylNHC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylNHC(S)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-methanesulfonylpiperazin-1'-yl-C(O)O-)benzyl,  
4-[(4'-trifluoromethanesulfonylpiperazin-1'-yl-C(O)O-)benzyl,  
4-[(morpholin-4'-yl)C(O)O-]benzyl,  
30 3-nitro-4-[(morpholin-4'-yl)-C(O)O-]benzyl,

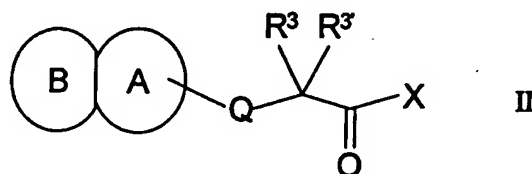


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- 4-[(thiomorpholin-4'-yl)C(O)O-]benzyl,  
 4-[(thiomorpholin-4'-yl sulfone)-C(O)O-]benzyl,  
 (alternative nomenclature 4-[(1,1-dioxothiomorpholin-4-yl)-C(O)O-]benzyl),  
 5 4-[(pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-methylpyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(methoxycarbonyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(hydroxymethyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(N,N-dimethylamino)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 10 4-[(2'-(N-methyl-N-toluene-4-sulfonylamino)ethyl)(CH<sub>3</sub>)N-  
 C(O)O-]benzyl,  
 4-[(2'-(morpholin-4'-yl)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(hydroxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[bis(2'-(hydroxy)ethyl)NC(O)O-]benzyl,  
 15 4-[(2'-(formyloxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(CH<sub>3</sub>OC(O)CH<sub>2</sub>)HNC(O)O-]benzyl,  
 4-[2'-(phenylNHC(O)O-)ethyl-]HNC(O)O-]benzyl,  
 3-chloro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
 3-chloro-4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
 20 3-chloro-4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
 3-chloro-4-[(thiomorpholin-4'-yl)C(O)O-]benzyl, and  
 3-fluoro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl.

6. A compound of formula II:

25



30 wherein R<sup>3</sup>, R<sup>3'</sup>, Q and X are as defined in Claim 1;

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ring A forms a heteroaryl, substituted heteroaryl, heterocyclic or substituted heterocyclic ring;

ring B forms an aryl, substituted aryl, heteroaryl, substituted heteroaryl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl,

5 heterocyclic or substituted heterocyclic ring;

and pharmaceutically acceptable salts thereof.

7. The compound according to Claim 6 wherein  $R^3$  is  $-(CH_2)_x-Ar-R^{35}$ .

10

8. The compound according to Claim 7 wherein Ar is phenyl and x is 1.

9. The compound according to Claim 6 wherein Q is  $-NR^4-$  where  $R^4$  is hydrogen and X is  $-OH$ .

15

10. The compound according to Claim 6 wherein  $R^3$  is hydrogen and  $R^3$  is selected from the group consisting of:

3- $[(CH_3)_2NC(O)O-]$ benzyl,

20

4- $[(CH_3)_2NC(O)O-]$ benzyl,

4- $[(CH_3)_2NS(O)_2O-]$ benzyl,

4- $[(piperidin-1'-yl)C(O)O-]$ benzyl,

4- $[(piperidin-4'-yl)C(O)O-]$ benzyl,

4- $[(1'-methylpiperidin-4'-yl)C(O)O-]$ benzyl,

25

4- $[(4'-hydroxypiperidin-1'-yl)C(O)O-]$ benzyl,

4- $[(4'-formyloxypiperidin-1'-yl)C(O)O-]$ benzyl,

4- $[(4'-ethoxycarbonylpiperidin-1'-yl)C(O)O-]$ benzyl,

4- $[(4'-carboxypiperidin-1'-yl)C(O)O-]$ benzyl,

4- $[(3'-hydroxymethylpiperidin-1'-yl)C(O)O-]$ benzyl,

30

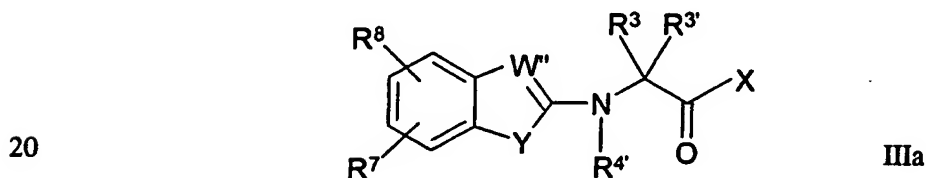
4- $[(4'-hydroxymethylpiperidin-1'-yl)C(O)O-]$ benzyl,

- 4-[(4'-phenyl-1'-Boc-piperidin-4'-yl)-C(O)O-]benzyl,  
4-[(4'-piperidon-1'-yl ethylene ketal)C(O)O-]benzyl,  
4-[(piperazin-4'-yl)-C(O)O-]benzyl,  
4-[(1'-Boc-piperazin-4'-yl)-C(O)O-]benzyl,  
5 4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-methylhomopiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(2-hydroxyethyl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-phenylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
10 4-[(4'-(4-trifluoromethylpyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyrimidin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-acetyl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
15 4-[(4'-(pyridin-4-ylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylNHC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylNHC(S)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-methanesulfonylpiperazin-1'-yl-C(O)O-]benzyl,  
4-[(4'-trifluoromethanesulfonylpiperazin-1'-yl-C(O)O-]benzyl,  
20 4-[(morpholin-4'-yl)C(O)O-]benzyl,  
3-nitro-4-[(morpholin-4'-yl)-C(O)O-]benzyl,  
4-[(thiomorpholin-4'-yl)C(O)O-]benzyl,  
4-[(thiomorpholin-4'-yl sulfone)-C(O)O-]benzyl,  
(alternative nomenclature 4-[(1,1-dioxothiomorpholin-4-yl)-C(O)O-]benzyl),  
25 4-[(pyrrolidin-1'-yl)C(O)O-]benzyl,  
4-[(2'-methylpyrrolidin-1'-yl)C(O)O-]benzyl,  
4-[(2'-(methoxycarbonyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
4-[(2'-(hydroxymethyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
30 4-[(2'-(N,N-dimethylamino)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,

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- 4-[(2'-(N-methyl-N-toluene-4-sulfonylamino)ethyl)(CH<sub>3</sub>)N-  
C(O)O-]benzyl,  
4-[(2'-(morpholin-4'-yl)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
4-[(2'-(hydroxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
5 4-[bis(2'-(hydroxy)ethyl)NC(O)O-]benzyl,  
4-[(2'-(formyloxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
4-[(CH<sub>3</sub>OC(O)CH<sub>2</sub>)HNC(O)O-]benzyl,  
4-[2'-(phenylNHC(O)O-)ethyl-]HNC(O)O-]benzyl,  
3-chloro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
10 3-chloro-4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
3-chloro-4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
3-chloro-4-[(thiomorpholin-4'-yl)C(O)O-]benzyl, and  
3-fluoro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl.

- 15 11. A compound of formula IIIa:



wherein R<sup>3</sup>, R<sup>3'</sup> and X are as defined in Claim 1;

Y is oxygen, sulfur, -S(O)-, -S(O)<sub>2</sub>-, >NR<sup>5</sup> or >N-S(O)<sub>2</sub>R<sup>6</sup>;

25 R<sup>4'</sup> is selected from the group consisting of hydrogen and alkyl;

R<sup>5</sup> is selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl;

30 R<sup>6</sup> is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted

cycloalkenyl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl;

$R^7$  and  $R^8$  are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino,  $-\text{OS}(\text{O})_2\text{-alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-aryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{OS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{OSO}_2\text{-NRR}$  where each R is independently hydrogen or alkyl,  $-\text{NRS}(\text{O})_2\text{-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heterocyclic}$  where R is hydrogen or alkyl,  $-\text{N}[\text{S}(\text{O})_2\text{-R}']_2$  and  $-\text{N}[\text{S}(\text{O})_2\text{-NR}']_2$  where each  $R'$  is independently selected from the group consisting of alkyl,

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substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;

W" is selected from the group consisting of nitrogen and carbon (i.e., CH);

and pharmaceutically acceptable salts thereof.

12. The compound according to Claim 11 wherein R<sup>3</sup> is -(CH<sub>2</sub>)<sub>x</sub>-Ar-R<sup>35</sup>.

13. The compound according to Claim 12 wherein Ar is phenyl and x is 1.

14. The compound according to Claim 13 wherein Q is -NR<sup>4</sup>- where R<sup>4</sup> is hydrogen and X is -OH.

15. The compound according to Claim 11 wherein R<sup>3'</sup> is hydrogen and R<sup>3</sup> is selected from the group consisting of:

- 3-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
4-[(CH<sub>3</sub>)<sub>2</sub>NS(O)<sub>2</sub>O-]benzyl,  
4-[(piperidin-1'-yl)C(O)O-]benzyl,  
5 4-[(piperidin-4'-yl)C(O)O-]benzyl,  
4-[(1'-methylpiperidin-4'-yl)C(O)O-]benzyl,  
4-[(4'-hydroxypiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-formyloxypiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-ethoxycarbonylpiperidin-1'-yl)C(O)O-]benzyl,  
10 4-[(4'-carboxylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(3'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-phenyl-1'-Boc-piperidin-4'-yl)-C(O)O-]benzyl,  
4-[(4'-piperidon-1'-yl ethylene ketal)C(O)O-]benzyl,  
15 4-[(piperazin-4'-yl)-C(O)O-]benzyl,  
4-[(1'-Boc-piperazin-4'-yl)-C(O)O-]benzyl,  
4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-methylhomopiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(2-hydroxyethyl)piperazin-1'-yl)C(O)O-]benzyl,  
20 4-[(4'-phenylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(4-trifluoromethylpyridin-2-yl)piperazin-1'-  
yl)C(O)O-]benzyl,  
4-[(4'-(pyrimidin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
25 4-[(4'-acetylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyridin-4-ylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylNHC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylNHC(S)-)piperazin-1'-yl)C(O)O-]benzyl,  
30 4-[(4'-methanesulfonylpiperazin-1'-yl)-C(O)O-]benzyl,

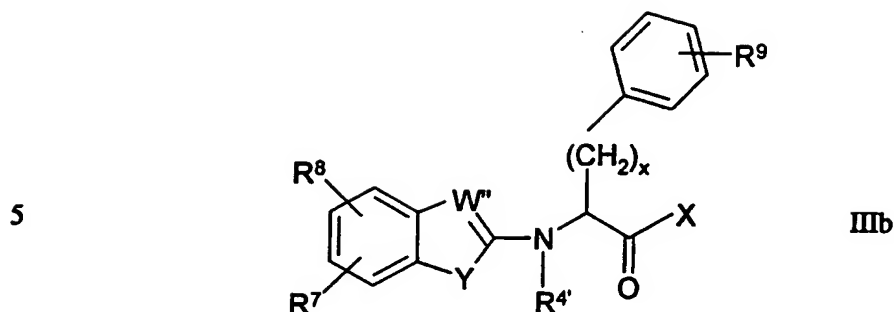
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- 4-[(4'-trifluoromethanesulfonyl)piperazin-1'-yl-C(O)O-]benzyl,  
 4-[(morpholin-4'-yl)C(O)O-]benzyl,  
 3-nitro-4-[(morpholin-4'-yl)-C(O)O-]benzyl,  
 4-[(thiomorpholin-4'-yl)C(O)O-]benzyl,  
 5 4-[(thiomorpholin-4'-yl sulfone)-C(O)O-]benzyl,  
     (alternative nomenclature 4-[(1,1-dioxothiomorpholin-4-yl)-C(O)O-]benzyl),  
 4-[(pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-methylpyrrolidin-1'-yl)C(O)O-]benzyl,  
 10 4-[(2'-(methoxycarbonyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(hydroxymethyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(N,N-dimethylamino)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(N-methyl-N-toluene-4-sulfonylamino)ethyl)(CH<sub>3</sub>)N-  
     C(O)O-]benzyl,  
 15 4-[(2'-(morpholin-4'-yl)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(hydroxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[bis(2'-(hydroxy)ethyl)NC(O)O-]benzyl,  
 4-[(2'-(formyloxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(CH<sub>3</sub>OC(O)CH<sub>2</sub>)HNC(O)O-]benzyl,  
 20 4-[2'-(phenylNHC(O)O-)ethyl-]HNC(O)O-]benzyl,  
 3-chloro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
 3-chloro-4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
 3-chloro-4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
 3-chloro-4-[(thiomorpholin-4'-yl)C(O)O-]benzyl, and  
 25 3-fluoro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl.

16. A compound of formula IIIb:



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wherein  $R^4$ ,  $R^7$ ,  $R^8$ ,  $W''$ ,  $X$  and  $Y$  are as defined in Claim 11;

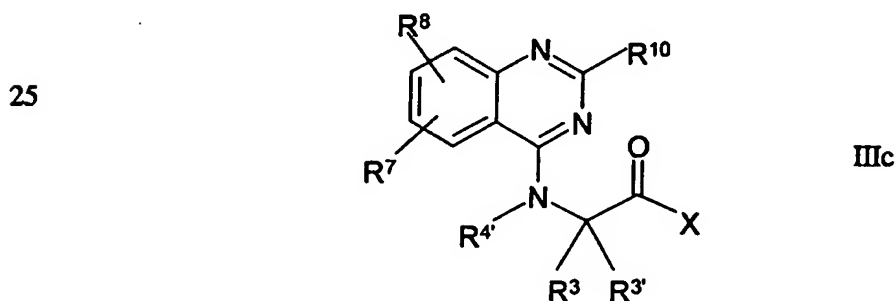
10  $R^9$  is selected from the group consisting of  $-O-Z-NR^{11}R^{11'}$  and  $-O-Z-R^{12}$  wherein  $R^{11}$  and  $R^{11'}$  are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, heterocyclic, substituted heterocyclic, and where  $R^{11}$  and  $R^{11'}$  are joined to form a heterocycle or a substituted heterocycle,  $R^{12}$  is selected from the group consisting of heterocycle and substituted heterocycle, and  $Z$  is selected from the group consisting of  $-C(O)-$  and  $-SO_2-$ ,

$x$  is an integer of from 1 to 4;

and pharmaceutically acceptable salts thereof.

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17. A compound of formula IIIc:



30 wherein  $R^3$ ,  $R^3$ ,  $R^4$ ,  $R^7$ ,  $R^8$  and  $X$  are as defined in Claim 11; and

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$R^{10}$  is selected from the group consisting of hydrogen, alkyl, substituted  
 alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino,  
 acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl,  
 aminocarbonylamino, aminothiocarbonylamino, aminocarbonyloxy, aryl,  
 5 substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted  
 aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl,  
 carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted  
 cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl,  
 carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted  
 10 heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone,  
 thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl,  
 thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted  
 thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl,  
 substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy,  
 15 substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy,  
 heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino,  
 oxythiocarbonylamino,  $-OS(O)_2$ -alkyl,  $-OS(O)_2$ -substituted alkyl,  $-OS(O)_2$ -  
 aryl,  $-OS(O)_2$ -substituted aryl,  $-OS(O)_2$ -heteroaryl,  $-OS(O)_2$ -substituted  
 heteroaryl,  $-OS(O)_2$ -heterocyclic,  $-OS(O)_2$ -substituted heterocyclic,  $-OSO_2$ -  
 20 NRR where each R is independently hydrogen or alkyl,  $-NRS(O)_2$ -alkyl,  $-$   
 $NRS(O)_2$ -substituted alkyl,  $-NRS(O)_2$ -aryl,  $-NRS(O)_2$ -substituted aryl,  $-$   
 $NRS(O)_2$ -heteroaryl,  $-NRS(O)_2$ -substituted heteroaryl,  $-NRS(O)_2$ -heterocyclic,  
 $-NRS(O)_2$ -substituted heterocyclic,  $-NRS(O)_2$ -NR-alkyl,  $-NRS(O)_2$ -NR-  
 substituted alkyl,  $-NRS(O)_2$ -NR-aryl,  $-NRS(O)_2$ -NR-substituted aryl,  
 25  $-NRS(O)_2$ -NR-heteroaryl,  $-NRS(O)_2$ -NR-substituted heteroaryl,  $-NRS(O)_2$ -  
 NR-heterocyclic,  $-NRS(O)_2$ -NR-substituted heterocyclic where R is hydrogen  
 or alkyl,  $-N[S(O)_2-R']_2$  and  $-N[S(O)_2-NR']_2$  where each  $R'$  is independently  
 selected from the group consisting of alkyl, substituted alkyl, aryl,  
 substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and  
 30 substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted

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alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents  
5 selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-  
10 alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;  
and pharmaceutically acceptable salts thereof.

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18. The compound according to Claim 17 wherein R<sup>3</sup> is -(CH<sub>2</sub>)<sub>x</sub>-Ar-R<sup>35</sup>.

19. The compound according to Claim 18 wherein Ar is phenyl and x  
20 is 1.

20. The compound according to Claim 19 wherein Q is -NR<sup>4</sup>- where R<sup>4</sup> is hydrogen and X is -OH.

25 21. The compound according to Claim 17 wherein R<sup>3'</sup> is hydrogen and R<sup>3</sup> is selected from the group consisting of:

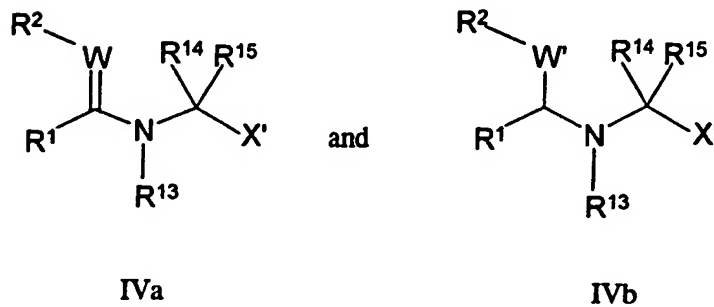
3-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
4-[(CH<sub>3</sub>)<sub>2</sub>NS(O)<sub>2</sub>O-]benzyl,  
30 4-[(piperidin-1'-yl)C(O)O-]benzyl,

- 4-[(piperidin-4'-yl)C(O)O-]benzyl,  
4-[(1'-methylpiperidin-4'-yl)C(O)O-]benzyl,  
4-[(4'-hydroxypiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-formyloxypiperidin-1'-yl)C(O)O-]benzyl,  
5 4-[(4'-ethoxycarbonylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-carboxypiperidin-1'-yl)C(O)O-]benzyl,  
4-[(3'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-hydroxymethylpiperidin-1'-yl)C(O)O-]benzyl,  
4-[(4'-phenyl-1'-Boc-piperidin-4'-yl)-C(O)O-]benzyl,  
10 4-[(4'-piperidon-1'-yl ethylene ketal)C(O)O-]benzyl,  
4-[(piperazin-4'-yl)-C(O)O-]benzyl,  
4-[(1'-Boc-piperazin-4'-yl)-C(O)O-]benzyl,  
4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-methylhomopiperazin-1'-yl)C(O)O-]benzyl,  
15 4-[(4'-(2-hydroxyethyl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-phenylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(4-trifluoromethylpyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
20 4-[(4'-(pyrimidin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-acetylpiperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(pyridin-4-ylC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-(phenylNHC(O)-)piperazin-1'-yl)C(O)O-]benzyl,  
25 4-[(4'-(phenylNHC(S)-)piperazin-1'-yl)C(O)O-]benzyl,  
4-[(4'-methanesulfonylpiperazin-1'-yl-C(O)O-)benzyl,  
4-[(4'-trifluoromethanesulfonylpiperazin-1'-yl-C(O)O-)benzyl,  
4-[(morpholin-4'-yl)C(O)O-]benzyl,  
3-nitro-4-[(morpholin-4'-yl)-C(O)O-]benzyl,  
30 4-[(thiomorpholin-4'-yl)C(O)O-]benzyl,

- 4-[(thiomorpholin-4'-yl sulfone)-C(O)O-]benzyl,  
 (alternative nomenclature 4-[(1,1-dioxothiomorpholin-4-yl)-C(O)O-]benzyl),  
 4-[(pyrrolidin-1'-yl)C(O)O-]benzyl,  
 5 4-[(2'-methylpyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(methoxycarbonyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(hydroxymethyl)pyrrolidin-1'-yl)C(O)O-]benzyl,  
 4-[(2'-(N,N-dimethylamino)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(N-methyl-N-toluene-4-sulfonylamino)ethyl)(CH<sub>3</sub>)N-  
 10 C(O)O-]benzyl,  
 4-[(2'-(morpholin-4'-yl)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[(2'-(hydroxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 4-[bis(2'-(hydroxy)ethyl)NC(O)O-]benzyl,  
 4-[(2'-(formyloxy)ethyl)(CH<sub>3</sub>)NC(O)O-]benzyl,  
 15 4-[(CH<sub>3</sub>OC(O)CH<sub>2</sub>)HNC(O)O-]benzyl,  
 4-[2'-(phenylNHC(O)O-)ethyl-]HNC(O)O-]benzyl,  
 3-chloro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl,  
 3-chloro-4-[(4'-methylpiperazin-1'-yl)C(O)O-]benzyl,  
 3-chloro-4-[(4'-(pyridin-2-yl)piperazin-1'-yl)C(O)O-]benzyl,  
 20 3-chloro-4-[(thiomorpholin-4'-yl)C(O)O-]benzyl, and  
 3-fluoro-4-[(CH<sub>3</sub>)<sub>2</sub>NC(O)O-]benzyl.

22. A compound of formula IVa and IVb:

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wherein, in formula IVa, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and W to which they are bound respectively, are joined to form a fused ring heteroaryl or fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

in formula IVb, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and W' to which they are bound respectively, are joined to form a fused ring heterocyclic group optionally containing 1 to 3 additional heteroatoms selected from the group consisting of oxygen, nitrogen and sulfur;

and further wherein said fused ring heteroaryl or fused ring heterocyclic group of formula IVa or IVb is optionally substituted, on any ring atom capable of substitution, with 1-3 substituents selected from the group consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl, acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino, thioamidino, aminoacyl, aminocarbonylamino, aminothiocabonylamino, aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy, aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl, guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl, substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino, -OS(O)<sub>2</sub>-alkyl,

-OS(O)<sub>2</sub>-substituted alkyl, -OS(O)<sub>2</sub>-aryl, -OS(O)<sub>2</sub>-substituted aryl, -OS(O)<sub>2</sub>-heteroaryl, -OS(O)<sub>2</sub>-substituted heteroaryl, -OS(O)<sub>2</sub>-heterocyclic, -OS(O)<sub>2</sub>-substituted heterocyclic, -OSO<sub>2</sub>-NRR where each R is independently hydrogen or alkyl, -NRS(O)<sub>2</sub>-alkyl, -NRS(O)<sub>2</sub>-substituted alkyl, -NRS(O)<sub>2</sub>-aryl, -NRS(O)<sub>2</sub>-substituted aryl, -NRS(O)<sub>2</sub>-heteroaryl, -NRS(O)<sub>2</sub>-substituted heteroaryl, -NRS(O)<sub>2</sub>-heterocyclic, -NRS(O)<sub>2</sub>-substituted heterocyclic, -NRS(O)<sub>2</sub>-NR-alkyl, -NRS(O)<sub>2</sub>-NR-substituted alkyl, -NRS(O)<sub>2</sub>-NR-aryl, -NRS(O)<sub>2</sub>-NR-substituted aryl, -NRS(O)<sub>2</sub>-NR-heteroaryl, -NRS(O)<sub>2</sub>-NR-substituted heteroaryl, -NRS(O)<sub>2</sub>-NR-heterocyclic, -NRS(O)<sub>2</sub>-NR-substituted heterocyclic where R is hydrogen or alkyl, -N[S(O)<sub>2</sub>-R']<sub>2</sub> and -N[S(O)<sub>2</sub>-NR']<sub>2</sub> where each R' is independently selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with -SO<sub>2</sub>-alkyl, -SO<sub>2</sub>-substituted alkyl, -SO<sub>2</sub>-alkenyl, -SO<sub>2</sub>-substituted alkenyl, -SO<sub>2</sub>-cycloalkyl, -SO<sub>2</sub>-substituted cycloalkyl, -SO<sub>2</sub>-aryl, -SO<sub>2</sub>-substituted aryl, -SO<sub>2</sub>-heteroaryl, -SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;

R<sup>13</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, Cy, and Cy-C<sub>1-10</sub> alkyl, wherein alkyl is optionally substituted with one to four substituents independently selected from R<sup>a</sup>; and Cy is optionally substituted with one to four substituents independently selected from R<sup>b</sup>;

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$R^{14}$  is selected from the group consisting of:

(a)  $-(CH_2)_x-Ar-R^{35}$  where  $R^{35}$  is selected from the group consisting of  $-O-Z-NR^{36}R^{36'}$  and  $-O-Z-R^{37}$  wherein  $R^{36}$  and  $R^{36'}$  are independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, and where  $R^{36}$  and  $R^{36'}$  are joined to form a heterocycle or a substituted heterocycle,  $R^{37}$  is selected from the group consisting of heterocycle and substituted heterocycle, and Z is selected from the group consisting of  $-C(O)-$  and  $-SO_2-$ ,

Ar is aryl, heteroaryl, substituted aryl or substituted heteroaryl,   
 x is an integer of from 1 to 4; and

(b)  $Ar^1-Ar^2-C_{1-10}alkyl-$ ,  $Ar^1-Ar^2-C_{2-10}alkenyl-$  and  $Ar^1-Ar^2-C_{2-10}alkynyl-$ , wherein  $Ar^1$  and  $Ar^2$  are independently aryl or heteroaryl each of which is optionally substituted with one to four substituents independently selected from  $R^b$ ; alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents independently selected from  $R^a$ ;

$R^{15}$  is selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, aryl, aryl  $C_{1-10}alkyl$ , heteroaryl, and heteroaryl  $C_{1-10}alkyl$ , wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from  $R^a$ , and aryl and heteroaryl are optionally substituted with one to four substituents independently selected from  $R^b$ ;

$R^a$  is selected from the group consisting of Cy,  $-OR^d$ ,  $-NO_2$ , halogen  $-S(O)_mR^d$ ,  $-SR^d$ ,  $-S(O)_2OR^d$ ,  $-S(O)_mNR^dR^e$ ,  $-NR^dR^e$ ,  $-O(CR^dR^e)_nNR^dR^e$ ,  $-C(O)R^d$ ,  $-CO_2R^d$ ,  $-CO_2(CR^dR^e)_nCONR^dR^e$ ,  $-OC(O)R^d$ ,  $-CN$ ,  $-C(O)NR^dR^e$ ,  $-NR^dC(O)R^e$ ,  $-OC(O)NR^dR^e$ ,  $-NR^dC(O)OR^e$ ,  $-NR^dC(O)NR^dR^e$ ,  $-CR^d(N-OR^e)$ ,  $CF_3$ , and  $-OCF_3$ ; wherein Cy is optionally substituted with one to four substituents independently selected from  $R^e$ ;

$R^b$  is selected from the group consisting of  $R^a$ ,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, aryl  $C_{1-10}alkyl$ , heteroaryl,  $C_{1-10}alkyl$ , wherein alkyl, alkenyl,



aryl, heteroaryl are optionally substituted with a group independently selected from R<sup>c</sup>;

R<sup>c</sup> is selected from the group consisting of halogen, amino, carboxy, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, aryl C<sub>1-4</sub> alkyl, hydroxy, CF<sub>3</sub>, and aryloxy;

5 R<sup>d</sup> and R<sup>e</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, Cy and Cy-C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to four substituents independently selected from R<sup>c</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring of 5 to 7 members containing 0-2 additional  
10 heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>f</sup> and R<sup>g</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, Cy and Cy-C<sub>1-10</sub> alkyl; or R<sup>f</sup> and R<sup>g</sup> together with the carbon to which they are attached form a ring of 5 to 7 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

15 R<sup>h</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, cyano, aryl, aryl C<sub>1-10</sub> alkyl, heteroaryl, heteroaryl C<sub>1-10</sub> alkyl, or -SO<sub>2</sub>R<sup>i</sup>; wherein alkyl, alkenyl, and alkynyl are optionally substituted with one to four substituents independently selected from R<sup>2</sup>; and aryl and heteroaryl are each optionally substituted with one to  
20 four substituents independently selected from R<sup>b</sup>;

R<sup>i</sup> is selected from the group consisting of C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, and aryl; wherein alkyl, alkenyl, alkynyl and aryl are each optionally substituted with one to four substituents independently selected from R<sup>c</sup>;

25 Cy is cycloalkyl, heterocyclyl, aryl, or heteroaryl;

*m* is an integer from 1 to 2;

*n* is an integer from 1 to 10;

W is selected from the group consisting of carbon and nitrogen;

30 W' is selected from the group consisting of carbon, nitrogen, oxygen, sulfur, S(O) and S(O)<sub>2</sub>;

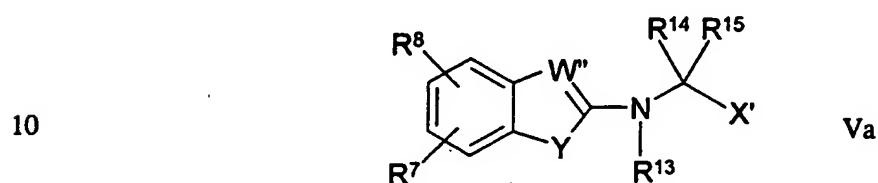
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X' is selected from the group consisting of -C(O)OR<sup>d</sup>,  
-P(O)(OR<sup>d</sup>)(OR<sup>e</sup>), -P(O)(R<sup>d</sup>)(OR<sup>e</sup>), -S(O)<sub>m</sub>OR<sup>d</sup>, -C(O)NR<sup>d</sup>R<sup>h</sup>; and -5-  
tetrazolyl;

and pharmaceutically acceptable salts thereof.

5

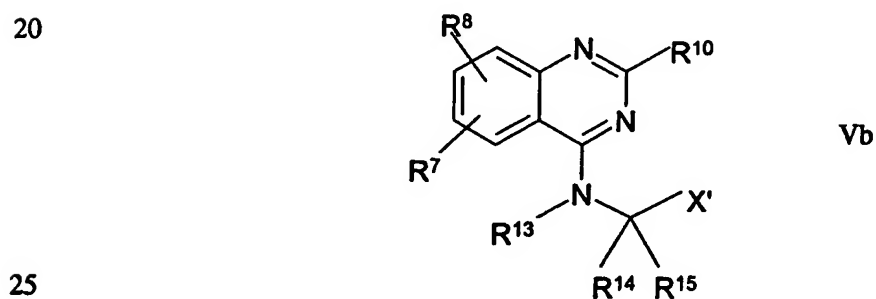
23. A compounds of formula Va:



wherein W'', Y, R<sup>7</sup>, R<sup>8</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup> and X' are as defined in Claims 11 and  
15 22;

and pharmaceutically acceptable salts thereof.

24. A compounds of formula Vb:



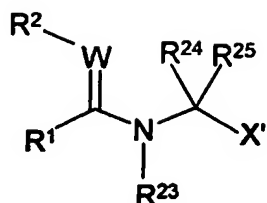
wherein R<sup>7</sup>, R<sup>8</sup>, R<sup>10</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup> and X' are as defined in Claim 23;  
and pharmaceutically acceptable salts thereof.

30

25. A compound of formula VIa and VIb:

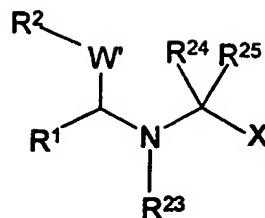
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5



VIa

and



VIb

wherein, in formula VIa, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and  
 10 W to which they are bound respectively, are joined to form a fused ring  
 heteroaryl or fused ring heterocyclic group optionally containing 1 to 3  
 additional heteroatoms selected from the group consisting of oxygen,  
 nitrogen and sulfur;

in formula VIb, R<sup>1</sup> and R<sup>2</sup>, together with the carbon atom and W' to  
 15 which they are bound respectively, are joined to form a fused ring  
 heterocyclic group optionally containing 1 to 3 additional heteroatoms  
 selected from the group consisting of oxygen, nitrogen and sulfur;

and further wherein said fused ring heteroaryl or fused ring heterocyclic  
 group of formula VIa or VIb is optionally substituted, on any ring atom  
 20 capable of substitution, with 1-3 substituents selected from the group  
 consisting of alkyl, substituted alkyl, alkoxy, substituted alkoxy, acyl,  
 acylamino, thiocarbonyl-amino, acyloxy, amino, amidino, alkyl amidino,  
 thioamidino, aminoacyl, aminocarbonylamino, aminothiocarbonylamino,  
 aminocarbonyloxy, aryl, substituted aryl, aryloxy, substituted aryloxy,  
 25 aryloxyaryl, substituted aryloxyaryl, cyano, halogen, hydroxyl, nitro,  
 carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl,  
 carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl,  
 carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic,  
 carboxyl-substituted heterocyclic, cycloalkyl, substituted cycloalkyl,  
 30 guanidino, guanidinosulfone, thiol, thioalkyl, substituted thioalkyl, thioaryl,

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substituted thioaryl, thiocycloalkyl, substituted thiocycloalkyl, thioheteroaryl, substituted thioheteroaryl, thioheterocyclic, substituted thioheterocyclic, heteroaryl, substituted heteroaryl, heterocyclic, substituted heterocyclic, cycloalkoxy, substituted cycloalkoxy, heteroaryloxy, substituted heteroaryloxy, heterocyclyloxy, substituted heterocyclyloxy, oxycarbonylamino, oxythiocarbonylamino,  $-\text{OS}(\text{O})_2\text{-alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{OS}(\text{O})_2\text{-aryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{OS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{OS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{OS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{OSO}_2\text{-NRR}$  where each R is independently hydrogen or alkyl,  $-\text{NRS}(\text{O})_2\text{-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-substituted heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted alkyl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted aryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heteroaryl}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-heterocyclic}$ ,  $-\text{NRS}(\text{O})_2\text{-NR-substituted heterocyclic}$  where R is hydrogen or alkyl,  $-\text{N}[\text{S}(\text{O})_2\text{-R'}]_2$  and  $-\text{N}[\text{S}(\text{O})_2\text{-NR'}]_2$  where each R' is independently selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic, mono- and di-alkylamino, mono- and di-(substituted alkyl)amino, mono- and di-arylamino, mono- and di-substituted arylamino, mono- and di-heteroarylamino, mono- and di-substituted heteroarylamino, mono- and di-heterocyclic amino, mono- and di-substituted heterocyclic amino, unsymmetric di-substituted amines having different substituents selected from alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic and substituted alkyl groups having amino groups blocked by conventional blocking groups such as Boc, Cbz, formyl, and the like or alkyl/substituted alkyl groups substituted with  $-\text{SO}_2\text{-alkyl}$ ,  $-\text{SO}_2\text{-substituted alkyl}$ ,  $-\text{SO}_2\text{-alkenyl}$ ,  $-\text{SO}_2\text{-substituted alkenyl}$ ,  $-\text{SO}_2\text{-cycloalkyl}$ ,  $-\text{SO}_2\text{-substituted cycloalkyl}$ ,  $-\text{SO}_2\text{-aryl}$ ,  $-\text{SO}_2\text{-substituted aryl}$ ,  $-\text{SO}_2\text{-heteroaryl}$ , -

SO<sub>2</sub>-substituted heteroaryl, -SO<sub>2</sub>-heterocyclic, -SO<sub>2</sub>-substituted heterocyclic and -SO<sub>2</sub>NRR where R is hydrogen or alkyl;

R<sup>23</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl optionally substituted with one to four substituents independently selected from R<sup>a'</sup> and Cy optionally substituted with one to four substituents independently selected from R<sup>b'</sup>;

R<sup>24</sup> is selected from the group consisting of Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>1-10</sub> alkyl, Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub> alkenyl, Ar<sup>1</sup>-Ar<sup>2</sup>-C<sub>2-10</sub> alkynyl, wherein Ar<sup>1</sup> and Ar<sup>2</sup> are independently aryl or heteroaryl each of which is optionally substituted with one to four substituents independently selected from R<sup>b'</sup>; alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents independently selected from R<sup>a'</sup>;

R<sup>25</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl, aryl C<sub>1-10</sub>alkyl, heteroaryl, and heteroaryl C<sub>1-10</sub> alkyl, wherein alkyl, alkenyl and alkynyl are optionally substituted with one to four substituents selected from R<sup>a'</sup>, and aryl and heteroaryl are optionally substituted with one to four substituents independently selected from R<sup>b'</sup>;

R<sup>a'</sup> is selected from the group consisting of Cy, -OR<sup>d'</sup>, -NO<sub>2</sub>, halogen -S(O)<sub>m</sub>R<sup>d'</sup>, -SR<sup>d'</sup>, -S(O)<sub>2</sub>OR<sup>d'</sup>, -S(O)<sub>m</sub>NR<sup>d'</sup>R<sup>e'</sup>, -NR<sup>d'</sup>R<sup>e'</sup>, -O(CR<sup>f</sup>R<sup>g'</sup>)<sub>n</sub>NR<sup>d'</sup>R<sup>e'</sup>, -C(O)R<sup>d'</sup>, -CO<sub>2</sub>R<sup>d'</sup>, -CO<sub>2</sub>(CR<sup>f</sup>R<sup>g'</sup>)<sub>n</sub>CONR<sup>d'</sup>R<sup>e'</sup>, -OC(O)R<sup>d'</sup>, -CN, -C(O)NR<sup>d'</sup>R<sup>e'</sup>, -NR<sup>d'</sup>C(O)R<sup>e'</sup>, -OC(O)NR<sup>d'</sup>R<sup>e'</sup>, -NR<sup>d'</sup>C(O)OR<sup>e'</sup>, -NR<sup>d'</sup>C(O)NR<sup>d'</sup>R<sup>e'</sup>, -CR<sup>d'</sup>(N-OR<sup>e'</sup>), CF<sub>3</sub>, and -OCF<sub>3</sub>;

wherein Cy is optionally substituted with one to four substituents independently selected from R<sup>e'</sup>;

R<sup>b'</sup> is selected from the group consisting of R<sup>a'</sup>, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, aryl C<sub>1-10</sub> alkyl, heteroaryl C<sub>1-10</sub>alkyl,

wherein alkyl, alkenyl, aryl, heteroaryl are optionally substituted with a group independently selected from R<sup>e'</sup>;

R<sup>e'</sup> is selected from the group consisting of halogen, amino, carboxy,

C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, aryl, aryl C<sub>1-4</sub>alkyl, hydroxy, CF<sub>3</sub>, and aryloxy;

R<sup>d</sup> and R<sup>e</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, Cy and Cy-C<sub>1-10</sub>alkyl, wherein alkyl, alkenyl, alkynyl and Cy are optionally substituted with one to four substituents independently selected from R<sup>c</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring of 5 to 7 members containing 0-2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>f</sup> and R<sup>g</sup> are independently selected from hydrogen, C<sub>1-10</sub> alkyl, Cy and Cy-C<sub>1-10</sub> alkyl; or R<sup>f</sup> and R<sup>g</sup> together with the carbon to which they are attached form a ring of 5 to 7 members containing 0-2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

R<sup>h</sup> is selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, cyano, aryl, aryl C<sub>1-10</sub> alkyl, heteroaryl, heteroaryl C<sub>1-10</sub> alkyl, or -SO<sub>2</sub>R<sup>i</sup>;

wherein alkyl, alkenyl, and alkynyl are optionally substituted with one to four substituents independently selected from R<sup>a</sup>; and aryl and heteroaryl are each optionally substituted with one to four substituents independently selected from R<sup>b</sup>;

R<sup>i</sup> is selected from the group consisting of C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>2-10</sub> alkynyl, and aryl;

wherein alkyl, alkenyl, alkynyl and aryl are each optionally substituted with one to four substituents independently selected from R<sup>c</sup>;

Cy is cycloalkyl, heterocyclyl, aryl, or heteroaryl;

X' is selected from the group consisting of -C(O)OR<sup>d</sup>, -P(O)(OR<sup>d</sup>)(OR<sup>e</sup>), -P(O)(R<sup>d</sup>)(OR<sup>e</sup>), -S(O)<sub>m</sub>OR<sup>d</sup>, -C(O)NR<sup>d</sup>R<sup>h</sup>, and -5-tetrazolyl;

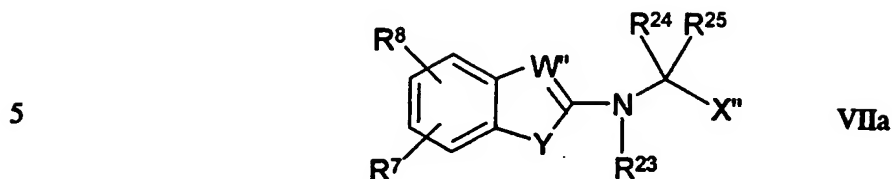
*m* is an integer from 1 to 2;

*n* is an integer from 1 to 10;

and pharmaceutically acceptable salts thereof.

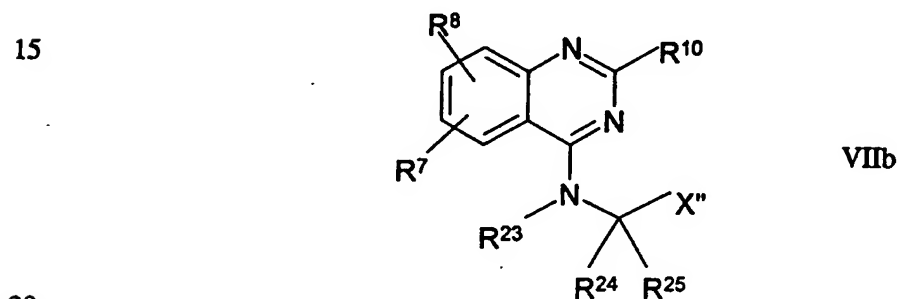
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26. A compounds of formula VIIa below:



wherein  $R^7$ ,  $R^8$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ ,  $W''$ ,  $Y$  are as defined in Claims 11 and 25  
 and  $X''$  is selected from the group consisting of  $-C(O)OR^d$ ,  $-P(O)(OR^d)(OR^e)$ ,  
 10  $-P(O)(R^d)(OR^e)$ ,  $-S(O)_mOR^d$ ,  $-C(O)NR^dR^h$ , and  $-5\text{-tetrazolyl}$ ;  
 and pharmaceutically acceptable salts thereof.

27. A compound of formula VIIb:



wherein  $R^7$ ,  $R^8$ ,  $R^{10}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$  and  $X''$  are as defined in Claim 26;  
 and pharmaceutically acceptable salts thereof.

25 28. A compound selected from the group consisting of:

*N*-[1-(ethoxycarbonylmethyl)benzimidazol-2-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

30 *N*-[1-(ethoxycarbonylmethyl)benzimidazol-2-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

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*N*-(benzoxazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

5

*N*-(benzoxazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

*N*-(benzothiazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

10

*N*-(benzothiazol-2-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

*N*-(2-cyclohexylquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

15

*N*-(2-cyclohexylquinazol-4-yl)-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

*N*-[2-(piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine *tert*-butyl ester,

20

*N*-[2-(piperid-1-yl)quinazol-4-yl]-L-4-(*N,N*-dimethylcarbamyloxy)phenylalanine,

and pharmaceutically acceptable salts thereof.

25

29. A method for binding VLA-4 in a biological sample which method comprises contacting the biological sample with a compound of Claims 1-28 under conditions wherein said compound binds to VLA-4.

30

30. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of one or more of a compound of Claims 1-28.

35

31. A method for the treatment of an inflammatory disease in a patient mediated by VLA-4 which method comprises administering to the patient the pharmaceutical compositions of Claim 30.